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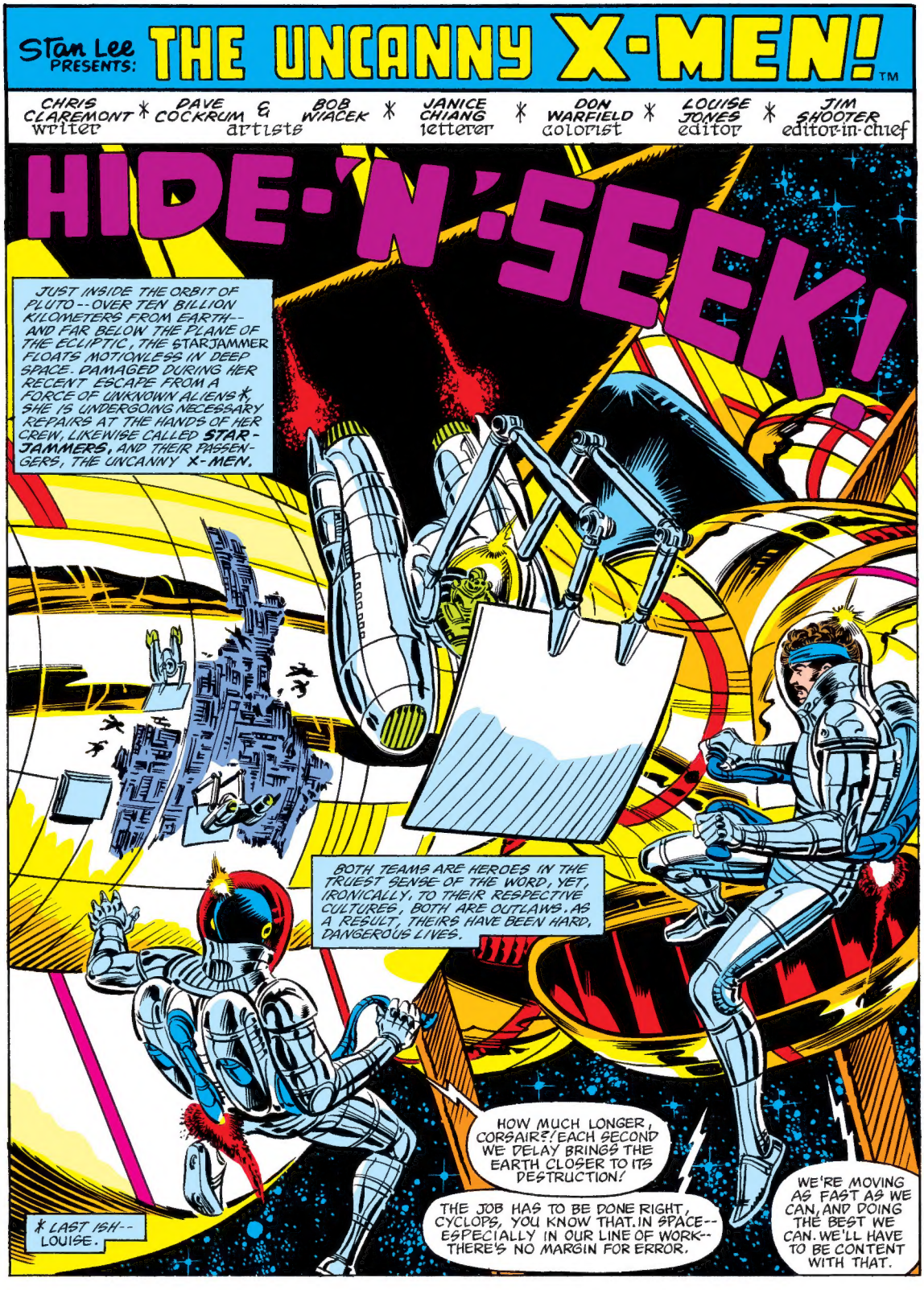
THE UNCANNY
X-MEN™
IT'S PHOENIX! BUT SHE'S DEAD!
SURELY YOU KNOW THAT A PHOENIX DIES--
--ONLY TO BE REBORN AGAIN!



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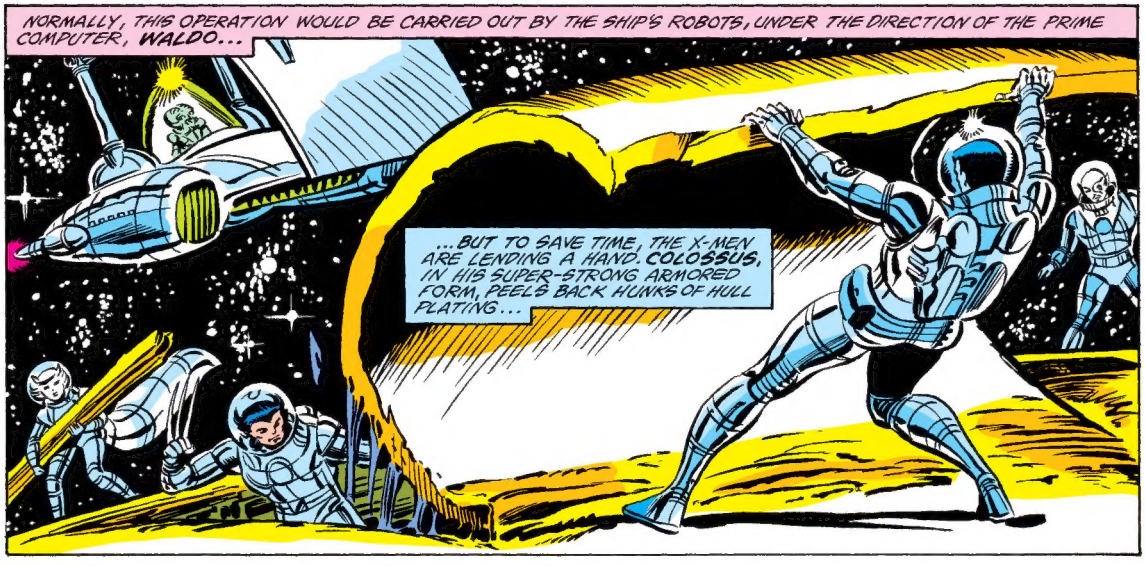
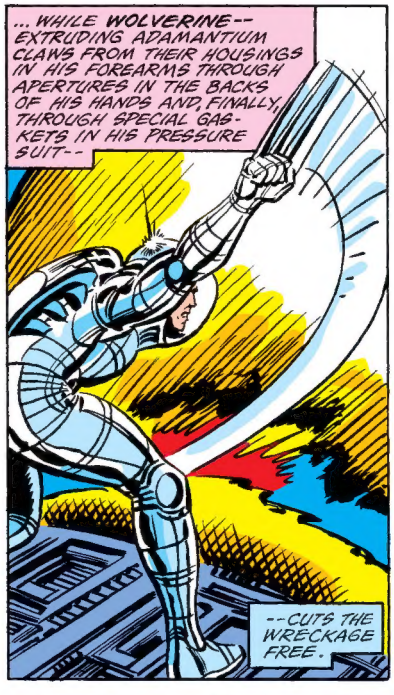
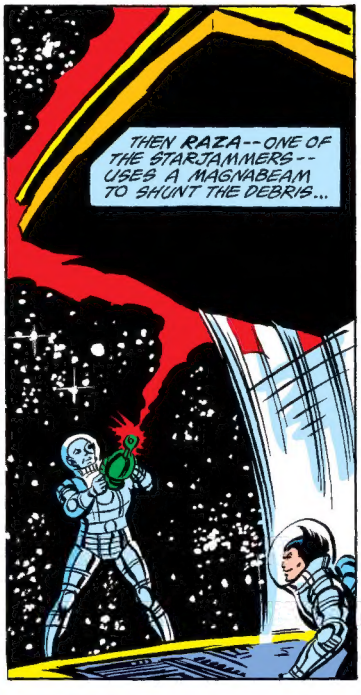
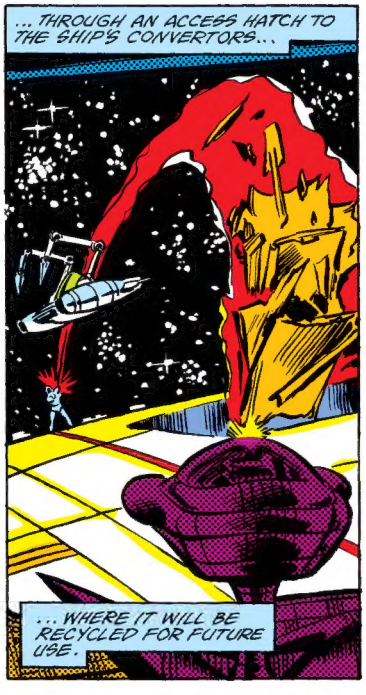
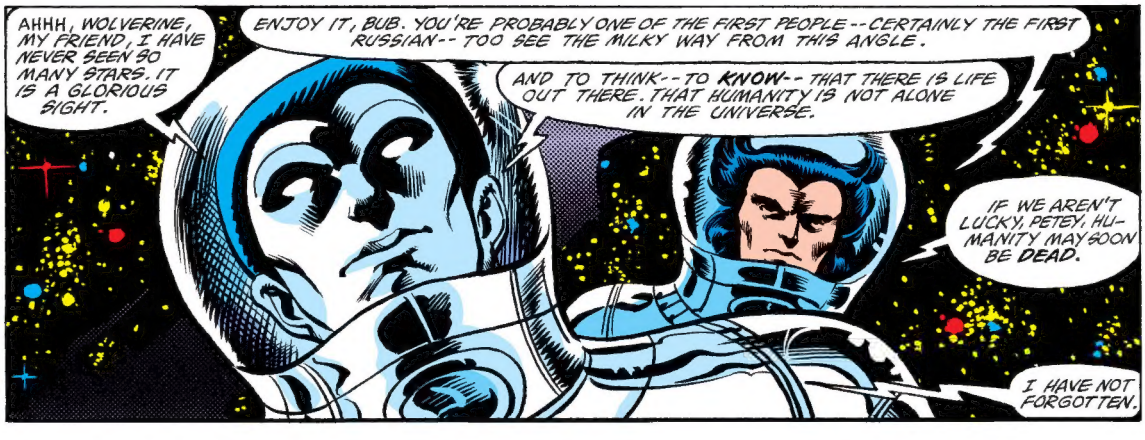
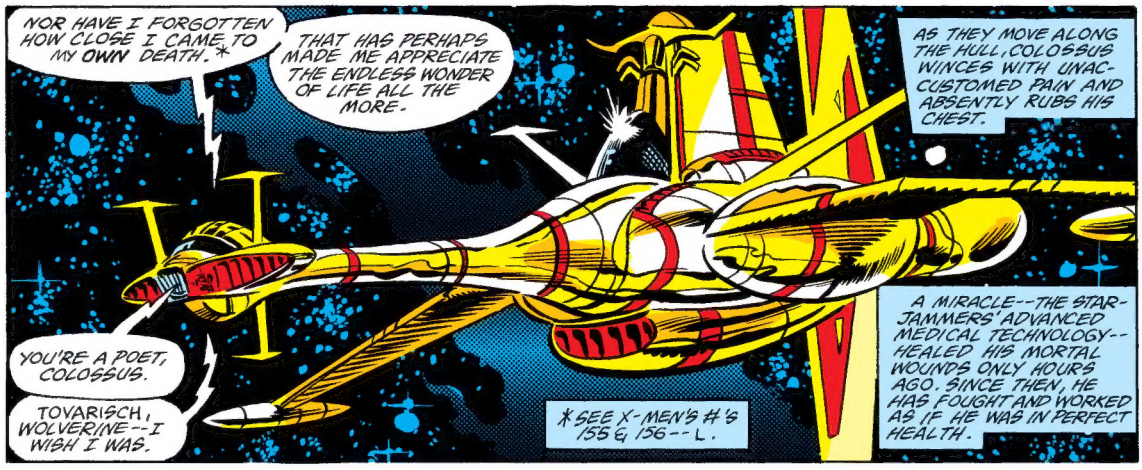

NORMALLY, THIS OPERATION WOULD BE CARRIED OUT BY THE SHIP'S ROBOTS, UNDER THE DIRECTION OF THE PRIME COMPUTER, WALDO...
...BUT TO SAVE TIME, THE X-MEN ARE LENDING A HAND. COLOSSUS, IN HIS SUPER-STRONG ARMORED FORM, PEELS BACK HUNKS OF HULL PLATING...

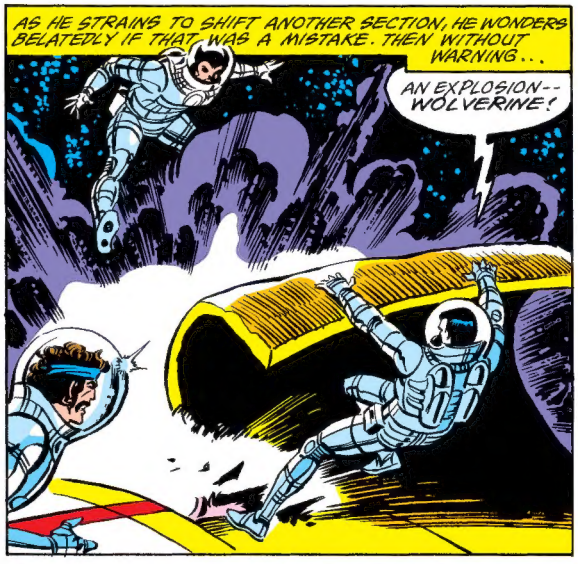

...WHILE WOLVERINE-- EXTRUDING ADAMANTIUM CLAWS FROM THEIR HOUSINGS IN HIS FOREARMS THROUGH APERTURES IN THE BACKS OF HIS HANDS AND, FINALLY, THROUGH SPECIAL GASKETS IN HIS PRESSURE SUIT--
--CUTS THE WRECKAGE FREE.

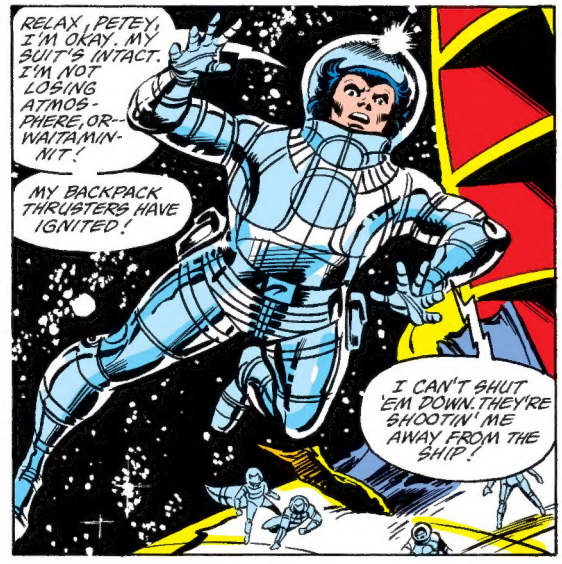

THEN RAZA--ONE OF THE STARJAMMERS-- USES A MAGNABEAM TO SHUNT THE DEBRIS...

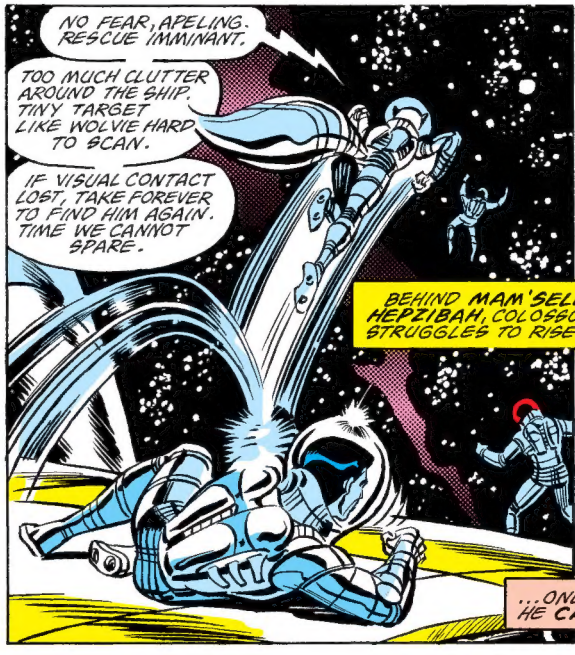

...THROUGH AN ACCESS HATCH TO THE SHIP'S CONVERTORS...
...WHERE IT WILL BE RECYCLED FOR FUTURE USE.

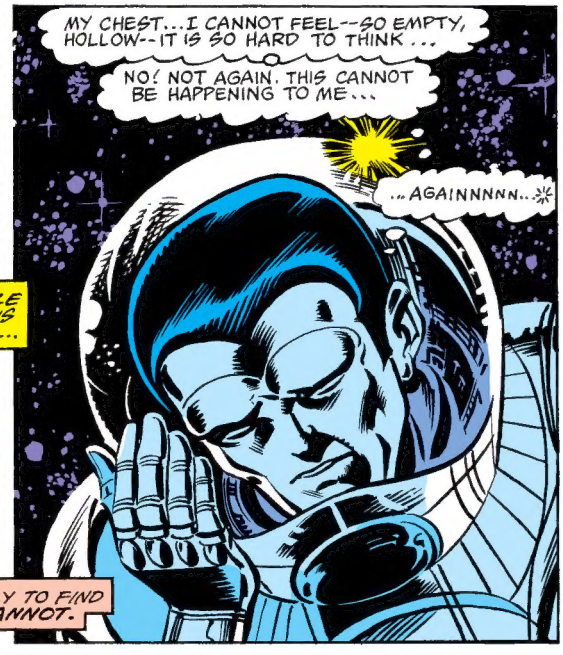

AHHH, WOLVERINE, MY FRIEND, I HAVE NEVER SEEN SO MANY STARS. IT IS A GLORIOUS SIGHT.
ENJOY IT, BUB. YOU'RE PROBABLY ONE OF THE FIRST PEOPLE--CERTAINLY THE FIRST RUSSIAN-- TOO SEE THE MILKY WAY FROM THIS ANGLE.
AND TO THINK--TO KNOW--THAT THERE IS LIFE OUT THERE. THAT HUMANITY IS NOT ALONE IN THE UNIVERSE.
IF WE AREN'T LUCKY, PETEY, HUMANITY MAY SOON BE DEAD.
I HAVE NOT FORGOTTEN.

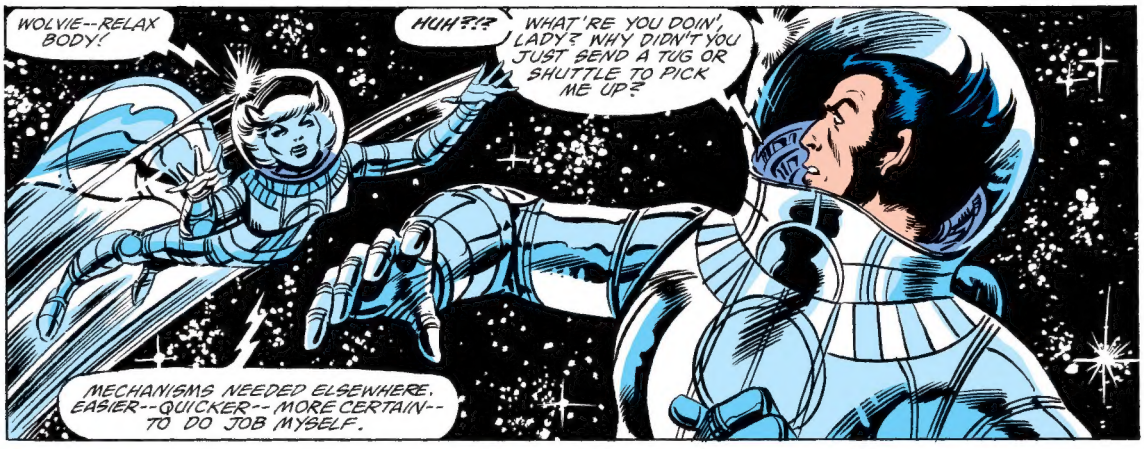

NOR HAVE I FORGOTTEN HOW CLOSE I CAME TO MY OWN DEATH.*
THAT HAS PERHAPS MADE ME APPRECIATE THE ENDLESS WONDER OF LIFE ALL THE MORE.
AS THEY MOVE ALONG THE HULL, COLOSSUS WINCES WITH UNACCUSTOMED PAIN AND ABSENTLY RUBS HIS CHEST.
YOU'RE A POET, COLOSSUS.
TOVARISCH, WOLVERINE--I WISH I WAS.
A MIRACLE--THE STAR-JAMMERS' ADVANCED MEDICAL TECHNOLOGY--HEALED HIS MORTAL WOUNDS ONLY HOURS AGO. SINCE THEN, HE HAS FOUGHT AND WORKED AS IF HE WAS IN PERFECT HEALTH.
*SEE X-MEN'S #'S 155 & 156--L.

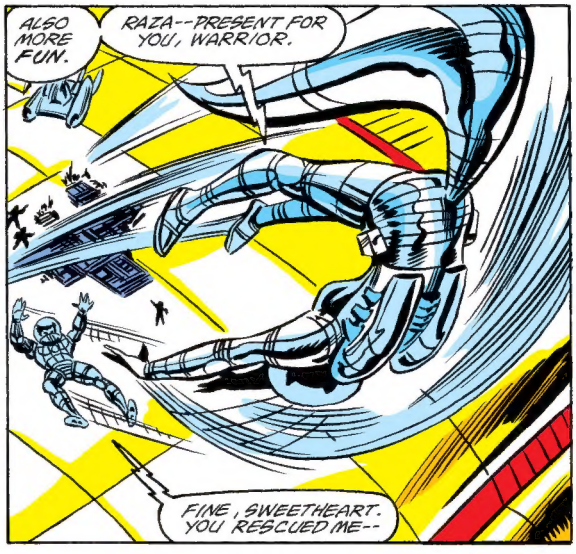

AS HE STRAINS TO SHIFT ANOTHER SECTION, HE WONDERS BELATEDLY IF THAT WAS A MISTAKE. THEN WITHOUT WARNING...
AN EXPLOSION--WOLVERINE!

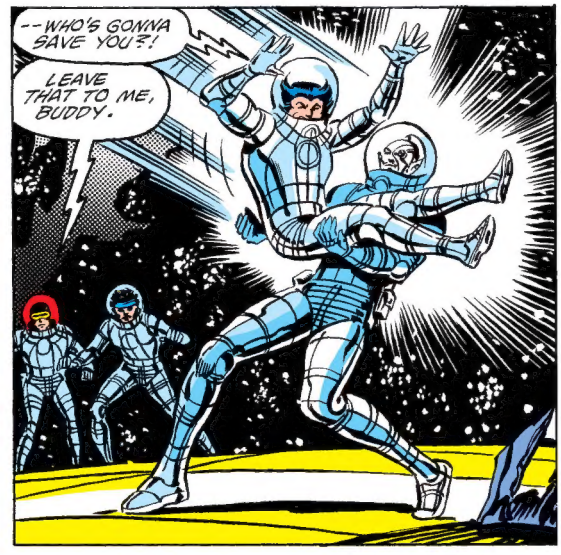

RELAX, PETEY, I'M OKAY. MY SUIT'S INTACT. I'M NOT LOSING ATMOSPHERE, OR--WAITAMINNIT!
MY BACKPACK THRUSTERS HAVE IGNITED!
I CAN'T SHUT 'EM DOWN. THEY'RE SHOOTIN' ME AWAY FROM THE SHIP!

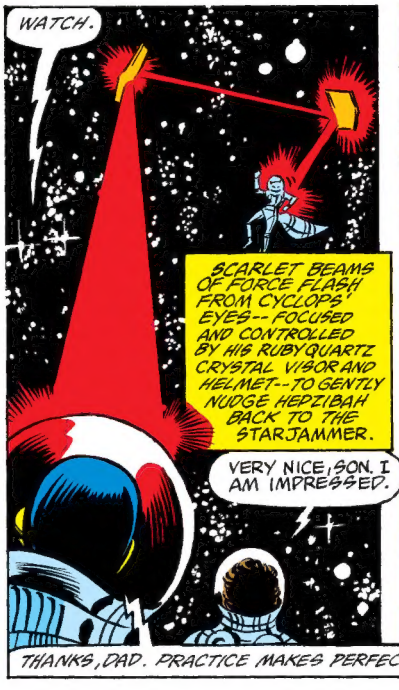

NO FEAR, APELING. RESCUE IMMINANT.
TOO MUCH CLUTTER AROUND THE SHIP. TINY TARGET LIKE WOLVIE HARD TO SCAN.
IF VISUAL CONTACT LOST, TAKE FOREVER TO FIND HIM AGAIN. TIME WE CANNOT SPARE.
BEHIND MAM'SELLE HEPZIBAH, COLOSSUS STRUGGLES TO RISE...

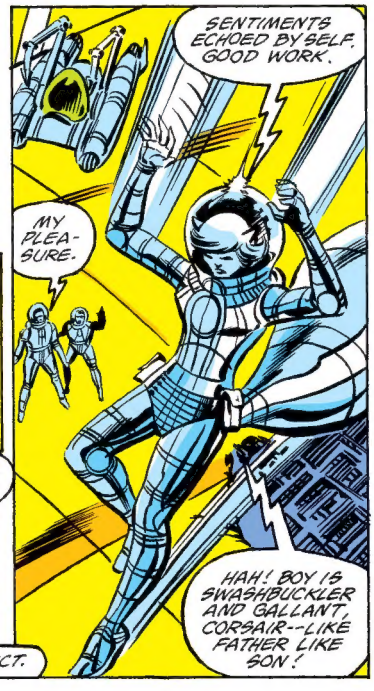

MY CHEST...I CANNOT FEEL--SO EMPTY, HOLLOW--IT IS SO HARD TO THINK...
NO! NOT AGAIN. THIS CANNOT BE HAPPENING TO ME...
...AGAINNNNN...
...ONLY TO FIND HE CANNOT.

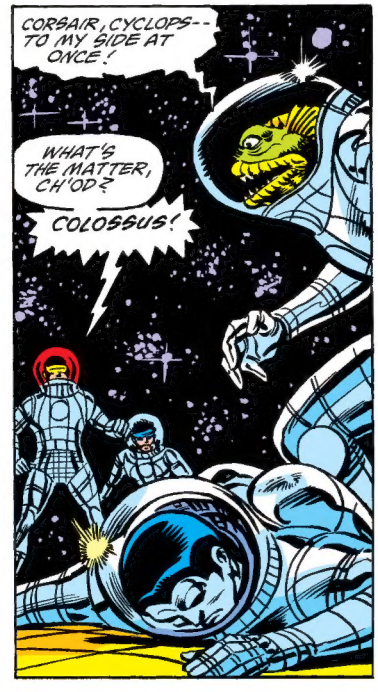

WOLVIE--RELAX BODY!
HUH?!?
WHAT'RE YOU DOIN', LADY? WHY DIDN'T YOU JUST SEND A TUG OR SHUTTLE TO PICK ME UP?
MECHANISMS NEEDED ELSEWHERE. EASIER--QUICKER--MORE CERTAIN--TO DO JOB MYSELF.

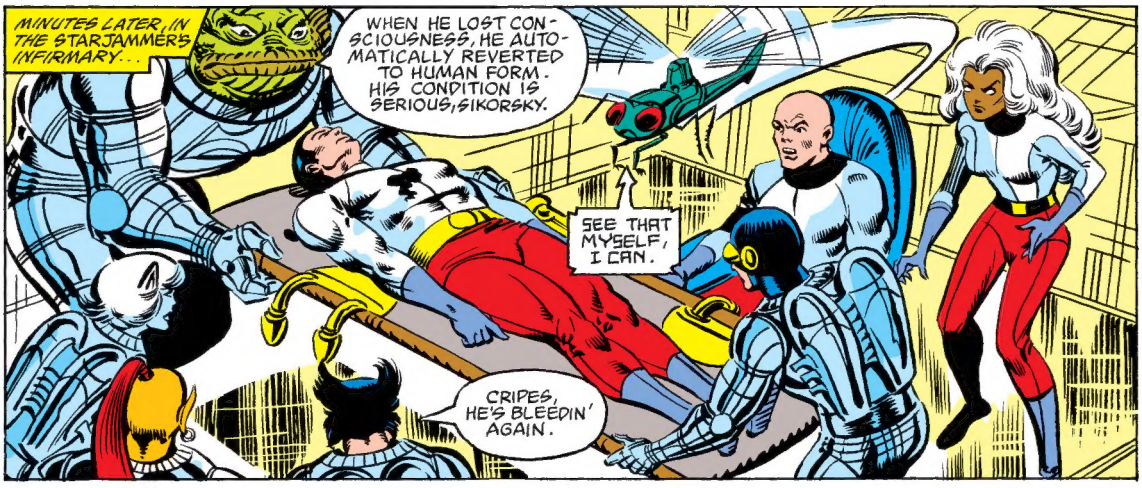

ALSO MORE FUN.
RAZA--PRESENT FOR YOU, WARRIOR.
FINE, SWEETHEART. YOU RESCUED ME--

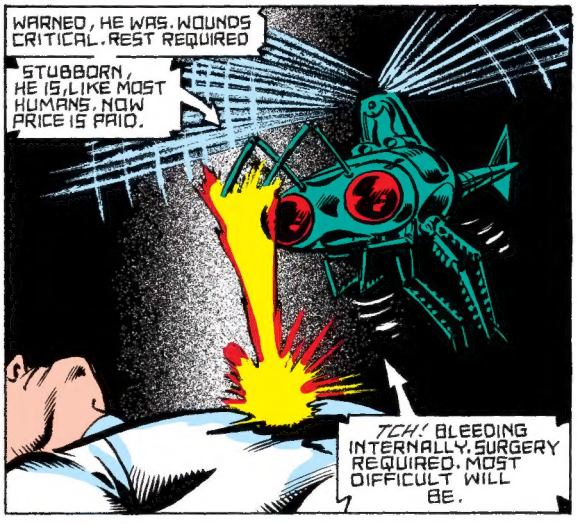

--WHO'S GONNA SAVE YOU?!
LEAVE THAT TO ME, BUDDY.

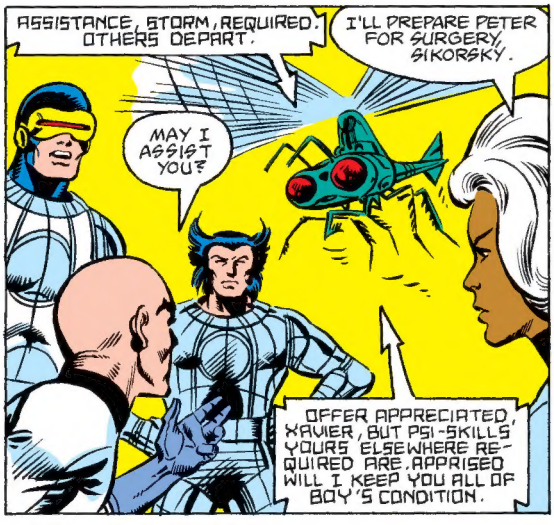

WATCH.
SCARLET BEAMS OF FORCE FLASH FROM CYCLOPS' EYES--FOCUSED AND CONTROLLED BY HIS RUBYQUARTZ CRYSTAL VISOR AND HELMET--TO GENTLY NUDGE HEPZIBAH BACK TO THE STARJAMMER.
VERY NICE, SON. I AM IMPRESSED.
THANKS, DAD. PRACTICE MAKES PERFECT.

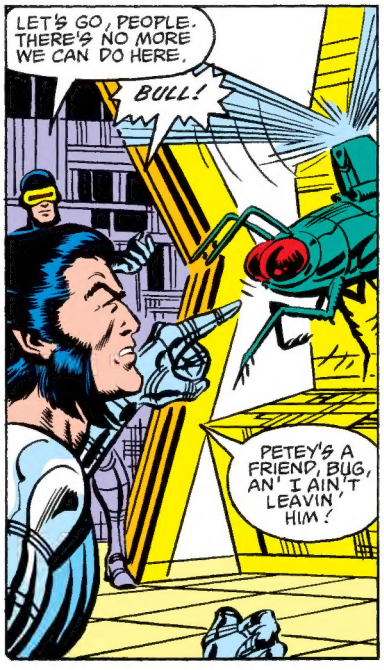

SENTIMENTS ECHOED BY SELF. GOOD WORK.
MY PLEA-SURE.
HAH! BOY IS SWASHBUCKLER AND GALLANT, CORSAIR--LIKE FATHER LIKE SON!

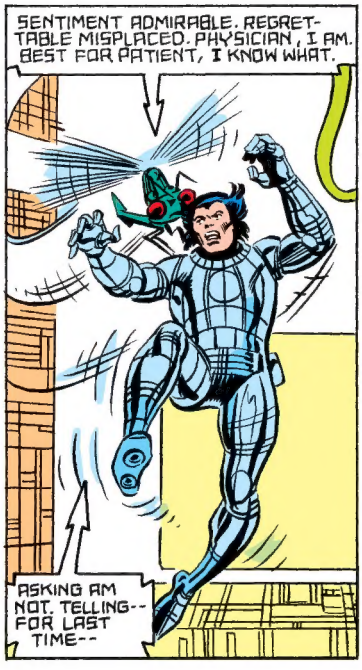

CORSAIR, CYCLOPS--TO MY SIDE AT ONCE!
WHAT'S THE MATTER, CH'OD?
COLOSSUS!

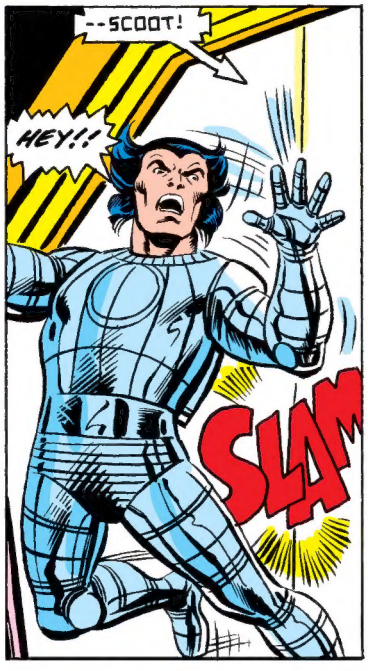

MINUTES LATER, IN THE STARJAMMER'S INFIRMARY...
WHEN HE LOST CONSCIOUSNESS, HE AUTOMATICALLY REVERTED TO HUMAN FORM. HIS CONDITION IS SERIOUS, SIKORSKY.
SEE THAT MYSELF, I CAN.
CRIPES, HE'S BLEEDIN' AGAIN.

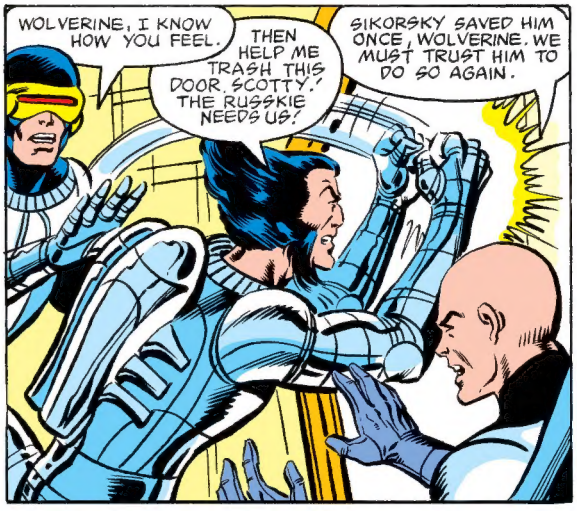

WARNED, HE WAS. WOUNDS CRITICAL. REST REQUIRED
STUBBORN, HE IS, LIKE MOST HUMANS. NOW PRICE IS PAID.
TCH! BLEEDING INTERNALLY. SURGERY REQUIRED. MOST DIFFICULT WILL BE.

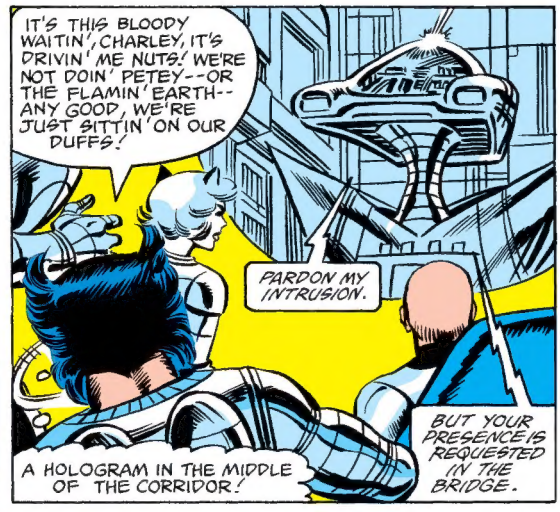

ASSISTANCE, STORM, REQUIRED. OTHERS DEPART.
I'LL PREPARE PETER FOR SURGERY, SIKORSKY.
MAY I ASSIST YOU?
OFFER APPRECIATED, XAVIER, BUT PSI-SKILLS YOURS ELSEWHERE REQUIRED ARE. APPRISED WILL I KEEP YOU ALL OF BOY'S CONDITION.

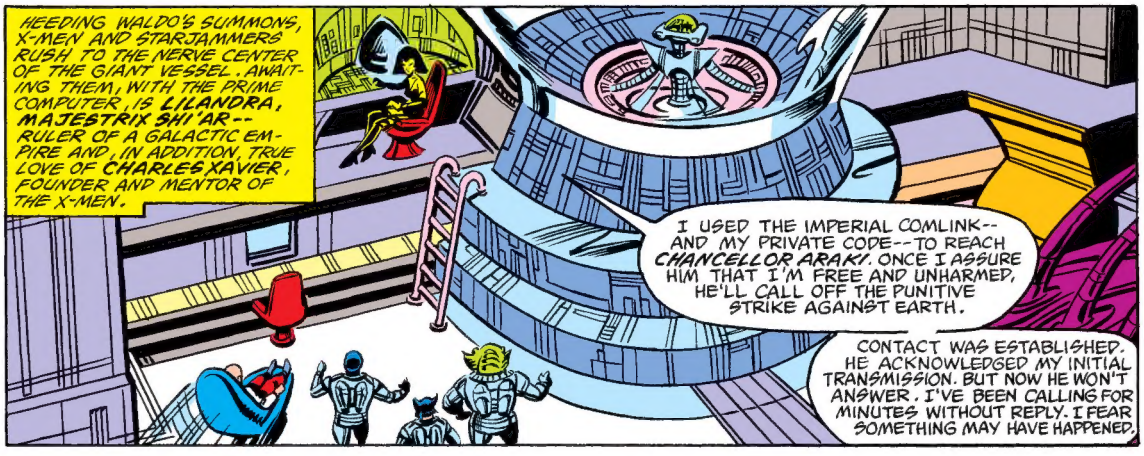

LET'S GO, PEOPLE. THERE'S NO MORE WE CAN DO HERE.
BULL!
PETEY'S A FRIEND, BUG, AN' I AIN'T LEAVIN' HIM!


SENTIMENT ADMIRABLE. REGRETTABLE MISPLACED. PHYSICIAN, I AM. BEST FOR PATIENT, I KNOW WHAT.
ASKING AM NOT. TELLING-- FOR LAST TIME--


--SCOOT!
HEY!!
SLAM


WOLVERINE, I KNOW HOW YOU FEEL.
THEN HELP ME TRASH THIS DOOR, SCOTTY! THE RUSSKIE NEEDS US!
SIKORSKY SAVED HIM ONCE, WOLVERINE. WE MUST TRUST HIM TO DO SO AGAIN.

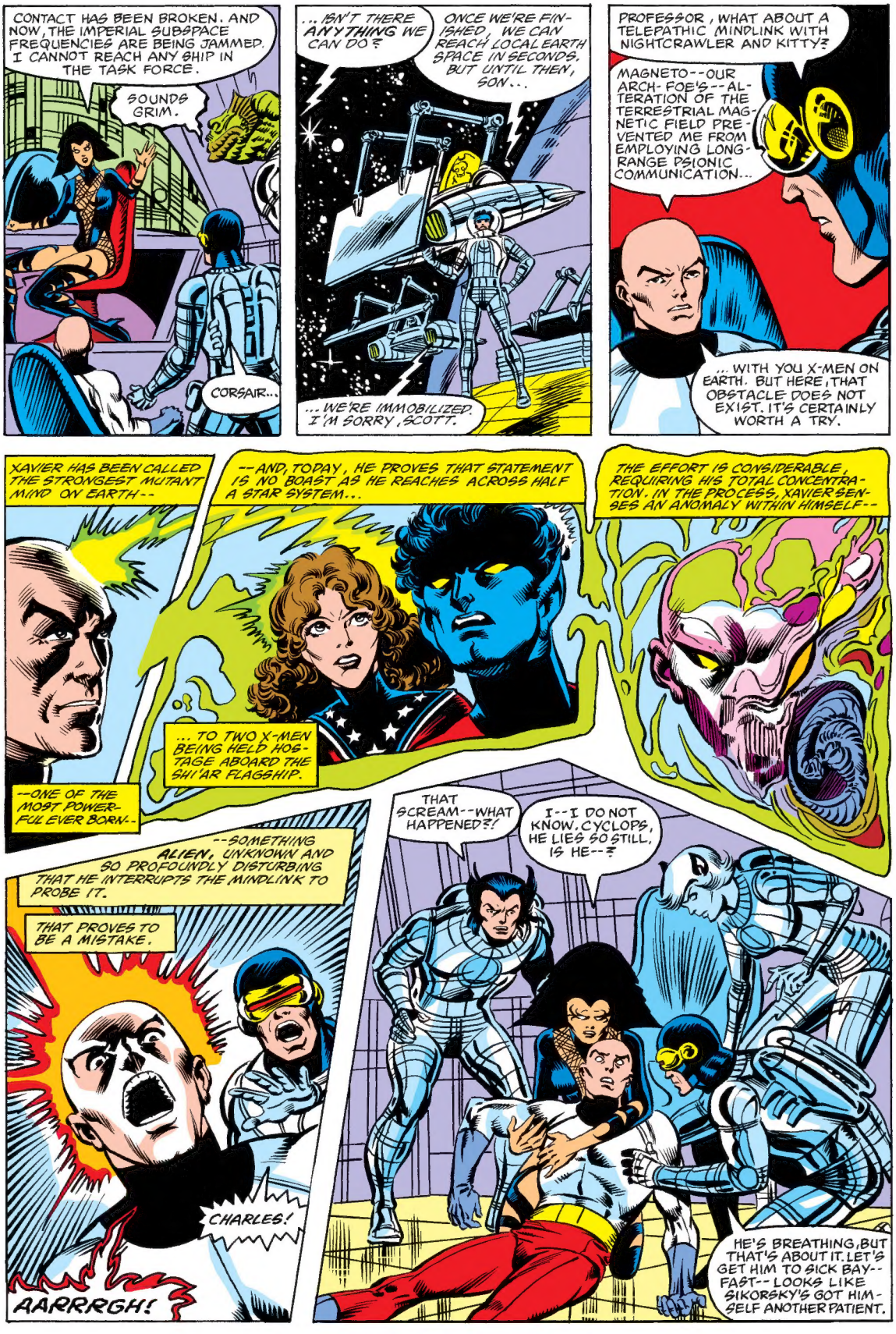

IT'S THIS BLOODY WAITIN', CHARLEY, IT'S DRIVIN' ME NUTS! WE'RE NOT DOIN' PETEY--OR THE FLAMIN' EARTH--ANY GOOD, WE'RE JUST SITTIN' ON OUR DUFFS!
PARDON MY INTRUSION.
BUT YOUR PRESENCE IS REQUESTED IN THE BRIDGE.
A HOLOGRAM IN THE MIDDLE OF THE CORRIDOR!


HEEDING WALDO'S SUMMONS, X-MEN AND STARJAMMERS RUSH TO THE NERVE CENTER OF THE GIANT VESSEL. AWAITING THEM, WITH THE PRIME COMPUTER, IS LILANDRA, MAJESTRIX SHI'AR--RULER OF A GALACTIC EMPIRE AND, IN ADDITION, TRUE LOVE OF CHARLES XAVIER, FOUNDER AND MENTOR OF THE X-MEN.
I USED THE IMPERIAL COMLINK--AND MY PRIVATE CODE--TO REACH CHANCELLOR ARAKI. ONCE I ASSURE HIM THAT I'M FREE AND UNHARMED, HE'LL CALL OFF THE PUNITIVE STRIKE AGAINST EARTH.
CONTACT WAS ESTABLISHED. HE ACKNOWLEDGED MY INITIAL TRANSMISSION. BUT NOW HE WON'T ANSWER. I'VE BEEN CALLING FOR MINUTES WITHOUT REPLY. I FEAR SOMETHING MAY HAVE HAPPENED.

ACROSS THE SOLAR SYSTEM, IN A CABIN ABOARD THE FLAGSHIP OF THE SHI'AR TASK FORCE NOW ORBITING THE EARTH...
ARAKI, THIS IS LILANDRA. PLEASE RESPOND.
CAN YOU HEAR ME, MY LORD? IS ANYTHING THE MATTER?! ARA--*

I FEAR, MAJESTRIX, THAT YOU HAVE HAD YOUR LAST CONVERSATION WITH YOUR BELOVED CHANCELLOR.
KLIK!

A PITY HE DID NOT LISTEN TO REASON. WE WERE FRIENDS AND SLAYING A FRIEND IS ALWAYS...DISTASTEFUL.
COMMAND DECK, THIS IS ADMIRAL LORD SAMEDAR. SUMMON THE BATTLE STAFF AS SOON AS THE STATED DEADLINE HAS EXPIRED, WE WILL EXECUTE CHANCELLOR ARAKI'S ORDERS--
--AND OBLITERATE THE EARTH!!

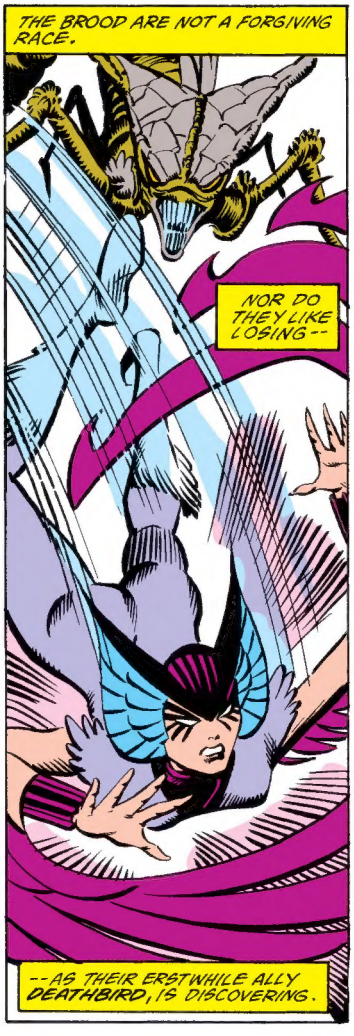

CONTACT HAS BEEN BROKEN. AND NOW, THE IMPERIAL SUBSPACE FREQUENCIES ARE BEING JAMMED. I CANNOT REACH ANY SHIP IN THE TASK FORCE.
SOUNDS GRIM.
CORSAIR...
...ISN'T THERE ANYTHING WE CAN DO?
ONCE WE'RE FINISHED, WE CAN REACH LOCAL EARTH SPACE IN SECONDS. BUT UNTIL THEN, SON...
...WE'RE IMMOBILIZED. I'M SORRY, SCOTT.
PROFESSOR, WHAT ABOUT A TELEPATHIC MINDLINK WITH NIGHTCRAWLER AND KITTY?
MAGNETO--OUR ARCH-FOE'S--ALTERATION OF THE TERRESTRIAL MAGNETIC FIELD PREVENTED ME FROM EMPLOYING LONG-RANGE PSIONIC COMMUNICATION...
...WITH YOU X-MEN ON EARTH. BUT HERE, THAT OBSTACLE DOES NOT EXIST. IT'S CERTAINLY WORTH A TRY.
XAVIER HAS BEEN CALLED THE STRONGEST MUTANT MIND ON EARTH--
--ONE OF THE MOST POWERFUL EVER BORN--
--AND, TODAY, HE PROVES THAT STATEMENT IS NO BOAST AS HE REACHES ACROSS HALF A STAR SYSTEM...
...TO TWO X-MEN BEING HELD HOSTAGE ABOARD THE SHI'AR FLAGSHIP.
THE EFFORT IS CONSIDERABLE, REQUIRING HIS TOTAL CONCENTRATION. IN THE PROCESS, XAVIER SENSES AN ANOMALY WITHIN HIMSELF--
--SOMETHING ALIEN, UNKNOWN AND SO PROFOUNDLY DISTURBING THAT HE INTERRUPTS THE MINDLINK TO PROBE IT.
THAT PROVES TO BE A MISTAKE.
CHARLES!
AARRRGH!
THAT SCREAM--WHAT HAPPENED?!
I--I DO NOT KNOW, CYCLOPS, HE LIES SO STILL, IS HE--?
HE'S BREATHING, BUT THAT'S ABOUT IT. LET'S GET HIM TO SICK BAY--FAST--LOOKS LIKE SIKORSKY'S GOT HIMSELF ANOTHER PATIENT.

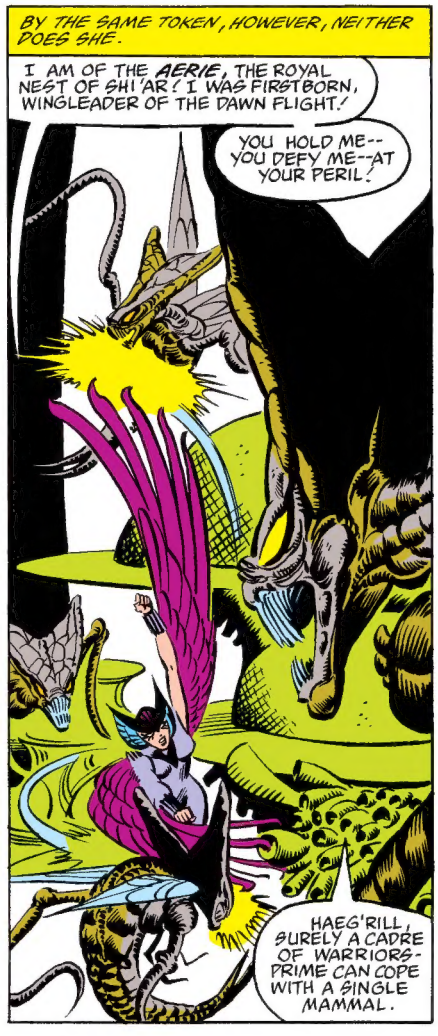
MEANWHILE, IN INTERSTELLAR SPACE-- LIES A **CLANSHIP** OF THE **BROOD**, BADLY WOUNDED DURING CORSAIR'S ESCAPE.

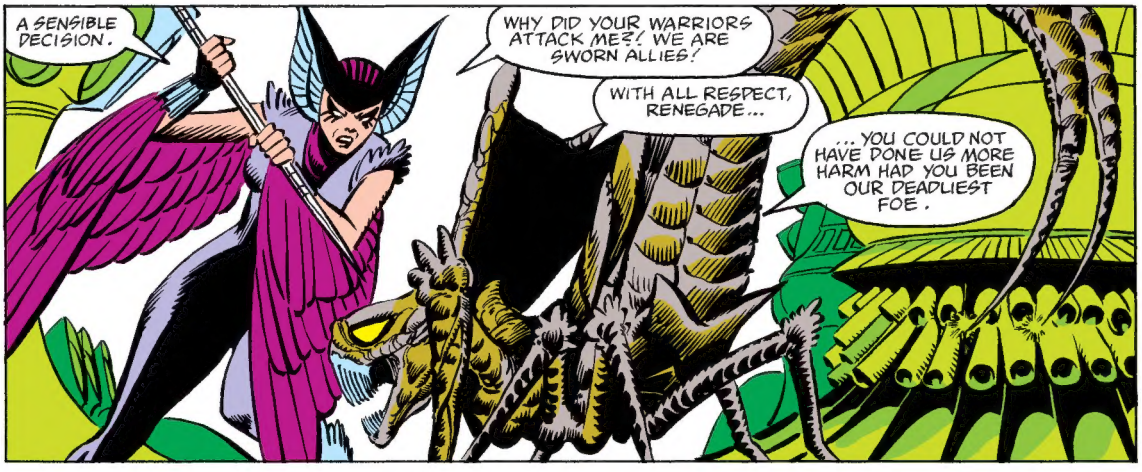
IRRIDESCENT FLUID-- THE GREAT CREATURE'S BLOOD-- BOILS FROM A CRUEL GASH IN HIS FLANK, AND HE KEENS HIS PAIN SOFTLY, MINDLESSLY, TO HIMSELF.

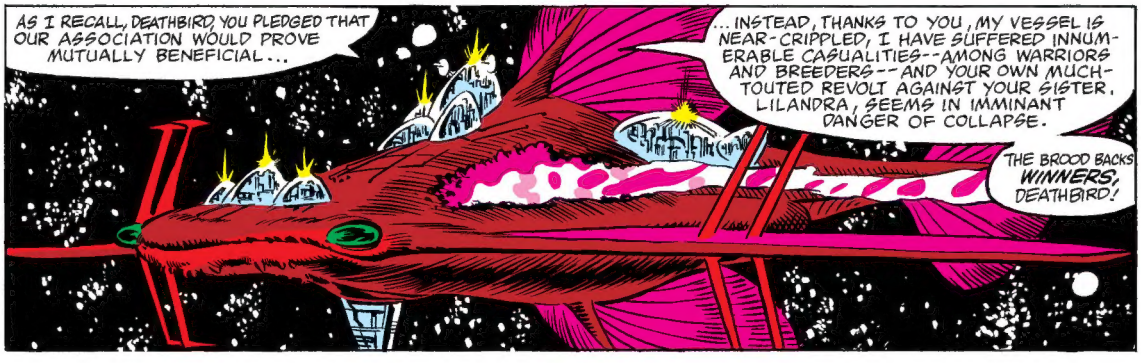
THE INJURY WILL HEAL EVENTUALLY, BUT THE PAIN WILL NEVER LEAVE-- FOR THAT IS HOW THE BROOD CONTROLS THEIR LIVING STARSHIP.

AND AS FOR THE SHIP, HE ENDURES BECAUSE HE HAS NO CHOICE, NO BRAIN WITH WHICH TO EVEN DREAM OF FREEDOM. THE BROOD DESTROYED THAT PART OF HIM AGES AGO, WHEN THEY CAPTURED HIM, AND MADE HIM THEIR SLAVE.

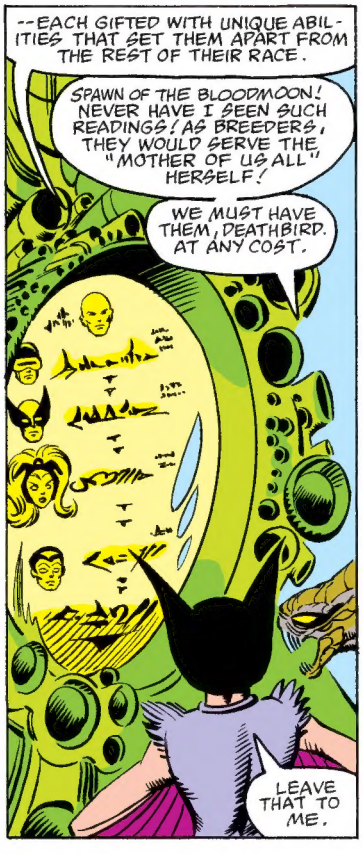




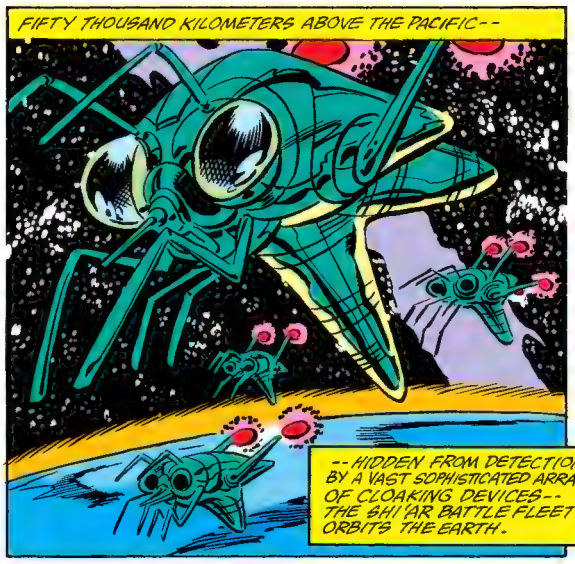

A SENSIBLE DECISION.
WHY DID YOUR WARRIORS ATTACK ME?! WE ARE SWORN ALLIES!
WITH ALL RESPECT, RENEGADE...
...YOU COULD NOT HAVE DONE US MORE HARM HAD YOU BEEN OUR DEADLIEST FOE.


AS I RECALL, DEATHBIRD, YOU PLEDGED THAT OUR ASSOCIATION WOULD PROVE MUTUALLY BENEFICIAL...
...INSTEAD, THANKS TO YOU, MY VESSEL IS NEAR-CRIPPLED, I HAVE SUFFERED INNUMERABLE CASUALITIES--AMONG WARRIORS AND BREEDERS--AND YOUR OWN MUCH-TOUTED REVOLT AGAINST YOUR SISTER, LILANDRA, SEEMS IN IMMINANT DANGER OF COLLAPSE.
THE BROOD BACKS WINNERS, DEATHBIRD!

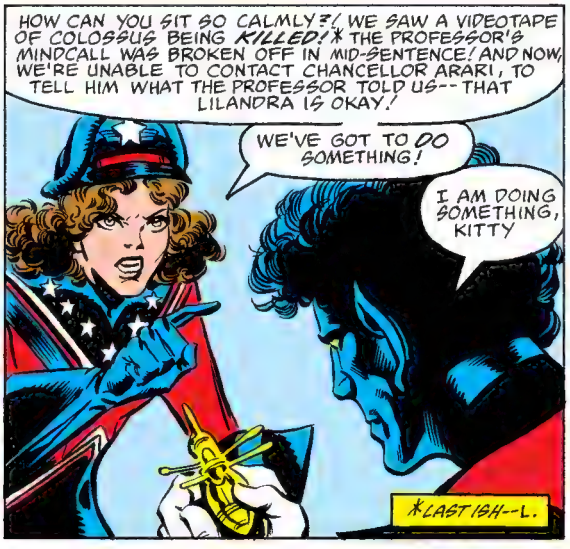
THEN, KAM'N'EHAR I HAVE NOTHING TO FEAR.
THIS COMPUTER MODULE CONTAINS GENETIC SCANS OF LILANDRA'S CONSORT, XAVIER, AND HIS PUPILS, TAKEN DURING OUR FIGHT ON EARTH AND ABOARD YOUR CLANSHIP.
THEY ARE MUTANTS--


--EACH GIFTED WITH UNIQUE ABILITIES THAT SET THEM APART FROM THE REST OF THEIR RACE.
SPAWN OF THE BLOODMOON! NEVER HAVE I SEEN SUCH READINGS! AS BREEDERS, THEY WOULD SERVE THE "MOTHER OF US ALL" HERSELF!
WE MUST HAVE THEM, DEATHBIRD. AT ANY COST.
LEAVE THAT TO ME.

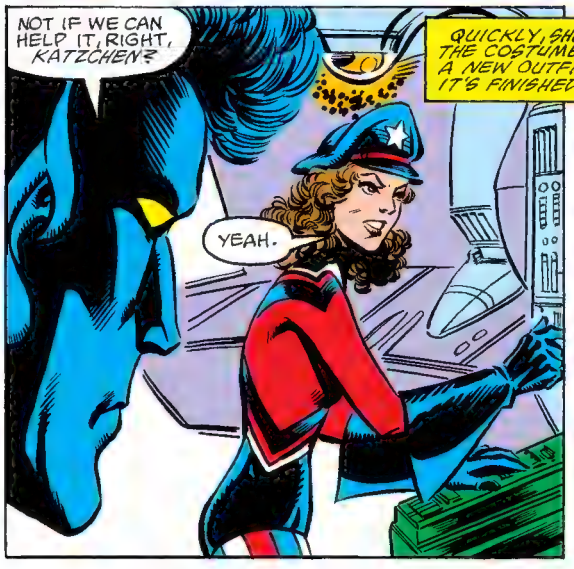
VERY WELL, RENEGADE. IT SEEMS YOU HAVE NOT YET OUTLIVED YOUR USEFULNESS TO OUR CAUSE SUCCEED IN THIS, AND NO REWARD WILL BE DENIED YOU. FAIL, HOWEVER...
EITHER WAY, ALIEN, YOU WILL SLAY ME. OR WORSE. I KNEW THAT FROM THE MOMENT WE MET. BUT I AM A SURVIVOR, CLAN-MASTER. BEFORE I AM THROUGH...
...IT IS YOU WHO WILL BEG ME FOR MERCY.
A MERCY THAT WILL BE DENIED!

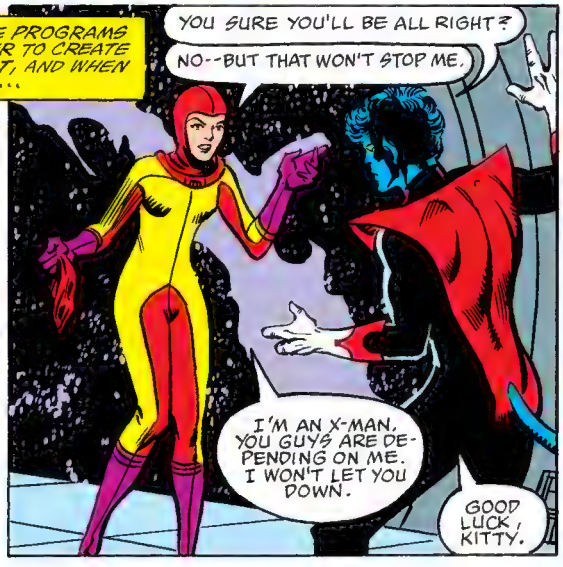

FIFTY THOUSAND KILOMETERS ABOVE THE PACIFIC--
--HIDDEN FROM DETECTION BY A VAST SOPHISTICATED ARRAY OF CLOAKING DEVICES--THE SHI'AR BATTLE FLEET ORBITS THE EARTH.

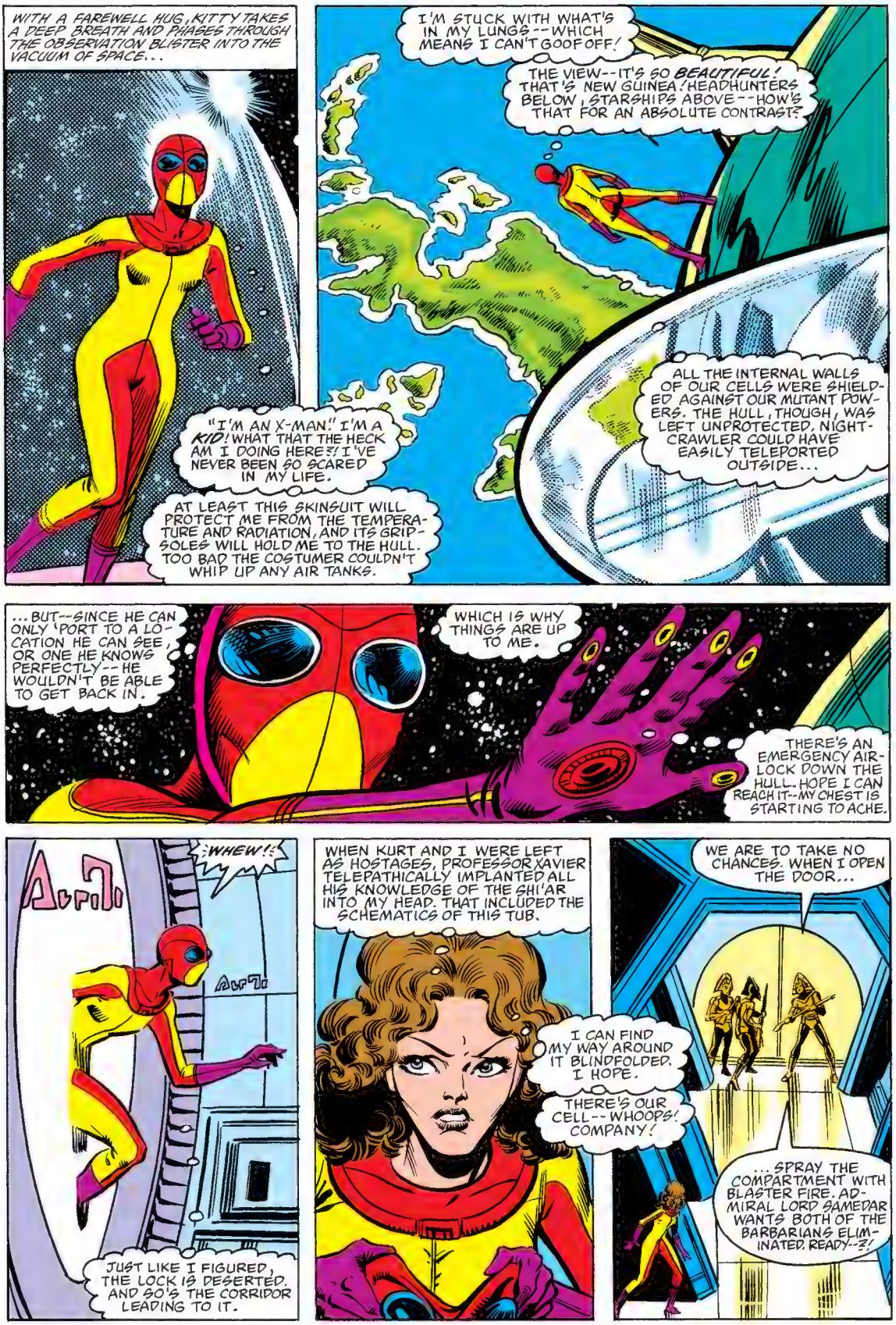
AND, ABOARD THE FLAGSHIP...
I HAVEN'T BEEN PLAYING, KURT, YOU KNOW THAT!
ANOTHER COSTUME, KATZCHEN? AT THE RATE YOU'RE USING THE SHI'AR CLOTHES-MAKING GIZMO, YOU'LL SOON WEAR THE POOR MACHINE OUT.
I'VE BEEN USING THE COSTUMER TO TAP INTO THIS SHIP'S PRIME COMPUTER.

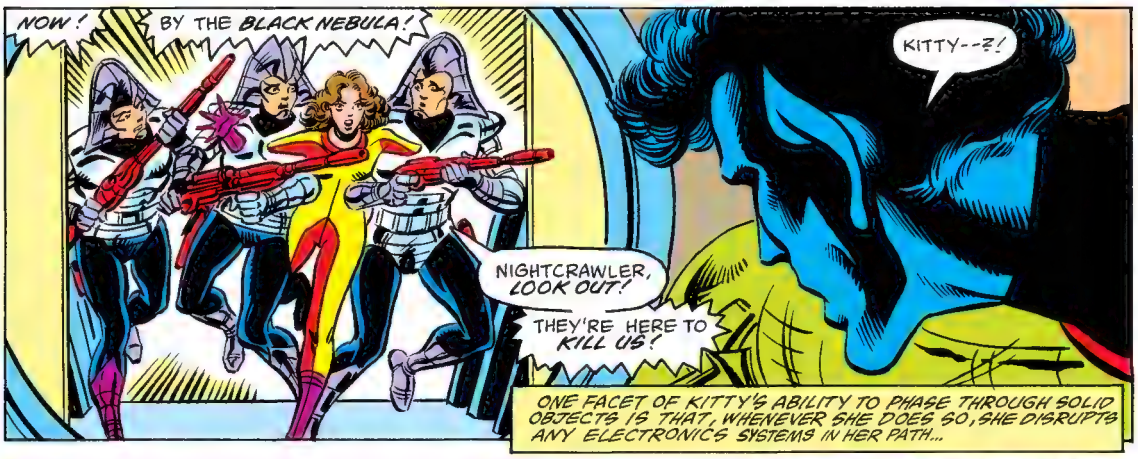

HOW CAN YOU SIT SO CALMLY?! WE SAW A VIDEOTAPE OF COLOSSUS BEING KILLED!* THE PROFESSOR'S MINDCALL WAS BROKEN OFF IN MID-SENTENCE! AND NOW, WE'RE UNABLE TO CONTACT CHANCELLOR ARARI, TO TELL HIM WHAT THE PROFESSOR TOLD US--THAT LILANDRA IS OKAY!
WE'VE GOT TO DO SOMETHING!
I AM DOING SOMETHING, KITTY
*LAST ISH--L.

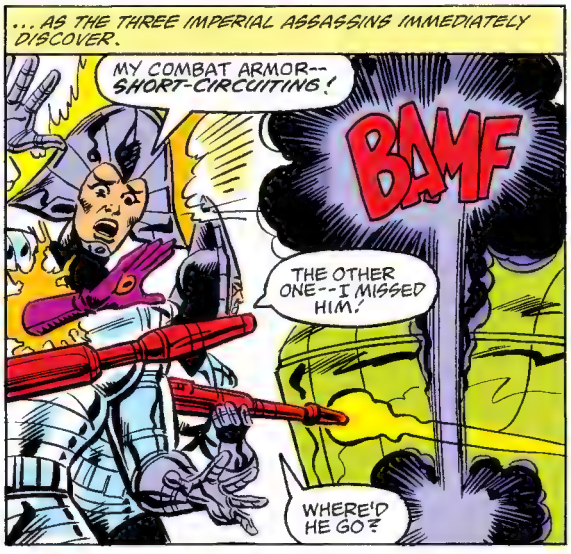
WITH THE DATA YOU SWIPED FROM THE SHIP'S COMPUTERS, I'VE BEEN ABLE TO RIG A PORTABLE COSTUMER, AND--EH? WHAT'S THAT?!
THE SHIP'S BEING CALLED TO BATTLE STATIONS!
NIGHTCRAWLER, THE DEADLINE MUST BE UP! THEY'RE GOING TO DESTROY EARTH!


NOT IF WE CAN HELP IT, RIGHT, KATZCHEN?
QUICKLY, SHE PROGRAMS THE COSTUMER TO CREATE A NEW OUTFIT, AND WHEN IT'S FINISHED...
YEAH.


YOU SURE YOU'LL BE ALL RIGHT?
NO--BUT THAT WON'T STOP ME.
I'M AN X-MAN. YOU GUYS ARE DEPENDING ON ME. I WON'T LET YOU DOWN.
GOOD LUCK, KITTY.


WITH A FAREWELL HUG, KITTY TAKES A DEEP BREATH AND PHASES THROUGH THE OBSERVATION BLISTER INTO THE VACUUM OF SPACE...
"I'M AN X-MAN." I'M A KID! WHAT THAT THE HECK AM I DOING HERE?! I'VE NEVER BEEN SO SCARED IN MY LIFE.
AT LEAST THIS SKINSUIT WILL PROTECT ME FROM THE TEMPERATURE AND RADIATION, AND ITS GRIP-SOLES WILL HOLD ME TO THE HULL. TOO BAD THE COSTUMER COULDN'T WHIP UP ANY AIR TANKS.
I'M STUCK WITH WHAT'S IN MY LUNGS--WHICH MEANS I CAN'T GOOF OFF!
THE VIEW--IT'S SO BEAUTIFUL! THAT'S NEW GUINEA! HEADHUNTERS BELOW, STARSHIPS ABOVE--HOW'S THAT FOR AN ABSOLUTE CONTRAST?
ALL THE INTERNAL WALLS OF OUR CELLS WERE SHIELDED AGAINST OUR MUTANT POWERS. THE HULL, THOUGH, WAS LEFT UNPROTECTED. NIGHTCRAWLER COULD HAVE EASILY TELEPORTED OUTSIDE...
...BUT--SINCE HE CAN ONLY 'PORT TO A LOCATION HE CAN SEE, OR ONE HE KNOWS PERFECTLY--HE WOULDN'T BE ABLE TO GET BACK IN.
WHICH IS WHY THINGS ARE UP TO ME.
THERE'S AN EMERGENCY AIRLOCK DOWN THE HULL. HOPE I CAN REACH IT--MY CHEST IS STARTING TO ACHE.
WHEW!!
JUST LIKE I FIGURED, THE LOCK IS DESERTED. AND SO'S THE CORRIDOR LEADING TO IT.
WHEN KURT AND I WERE LEFT AS HOSTAGES, PROFESSOR XAVIER TELEPATHICALLY IMPLANTED ALL HIS KNOWLEDGE OF THE SHI'AR INTO MY HEAD. THAT INCLUDED THE SCHEMATICS OF THIS TUB.
I CAN FIND MY WAY AROUND IT BLINDFOLDED. I HOPE.
THERE'S OUR CELL--WHOOPS! COMPANY!
WE ARE TO TAKE NO CHANCES. WHEN I OPEN THE DOOR...
...SPRAY THE COMPARTMENT WITH BLASTER FIRE. ADMIRAL LORD SAMEDAR WANTS BOTH OF THE BARBARIANS ELIMINATED. READY--?!


NOW!
BY THE BLACK NEBULA!
KITTY--?!
NIGHTCRAWLER, LOOK OUT!
THEY'RE HERE TO KILL US!
ONE FACET OF KITTY'S ABILITY TO PHASE THROUGH SOLID OBJECTS IS THAT, WHENEVER SHE DOES SO, SHE DISRUPTS ANY ELECTRONICS SYSTEMS IN HER PATH...

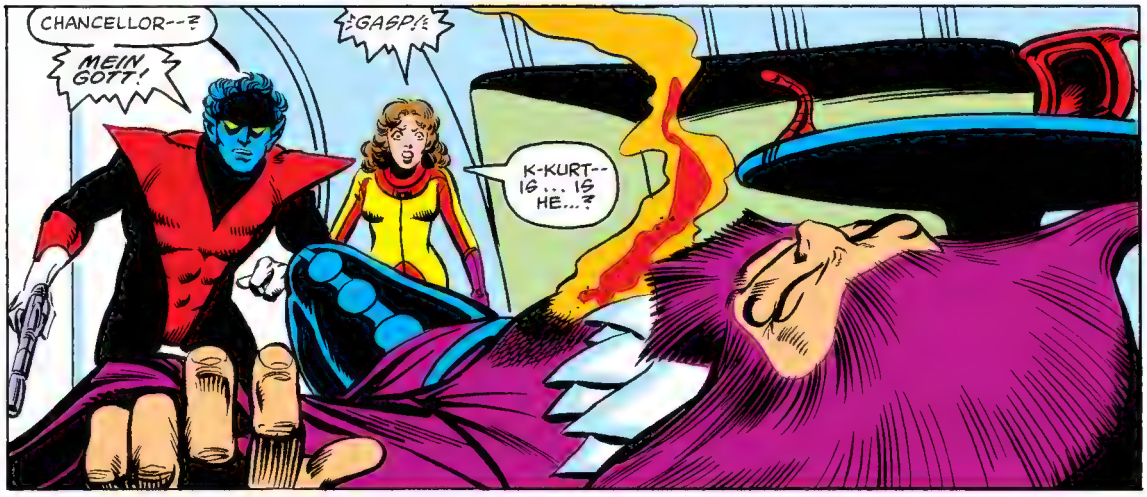

...AS THE THREE IMPERIAL ASSASSINS IMMEDIATELY DISCOVER.
MY COMBAT ARMOR--SHORT-CIRCUITING!
BAMF
THE OTHER ONE--I MISSED HIM!
WHERE'D HE GO?

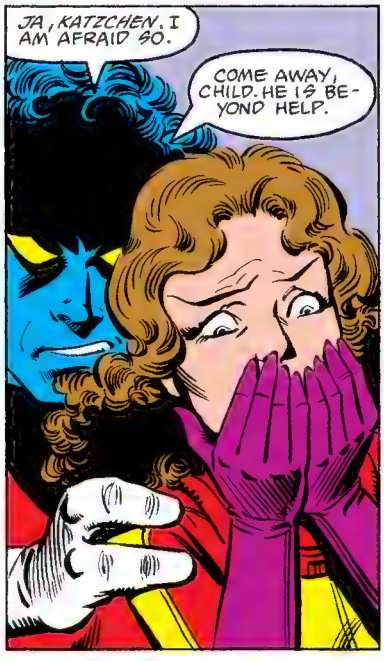
THE ANSWER IS AS QUICK...
BAMF
BAMF
BAMF
BAMF
BAMF
...AS IT IS PAINFUL.

MEN OF STEEL, JAWS OF GLASS--MY KIND OF FOE.
AT LEAST NOW WE KNOW THE ADMIRAL'S INTENTIONS. YOU OKAY, KITTY?
UH-HUH.

WE'LL LEAVE THE RIFLES THEY'RE TOO BIG AND CUMBERSOME. HERE'S A HAND-BLASTER AND THE MINI-VERSION OF THE COSTUMER I WAS BUILDING, PROGRAMMED WITH THE DESIGNS WE AGREED ON.
THIS IS A CRAZY PLAN, KURT. D'YOU THINK IT'LL WORK?

WE'LL NEVER KNOW 'TIL WE TRY.
LET'S FIND ARAKI--AND PRAY HE BELIEVES US.

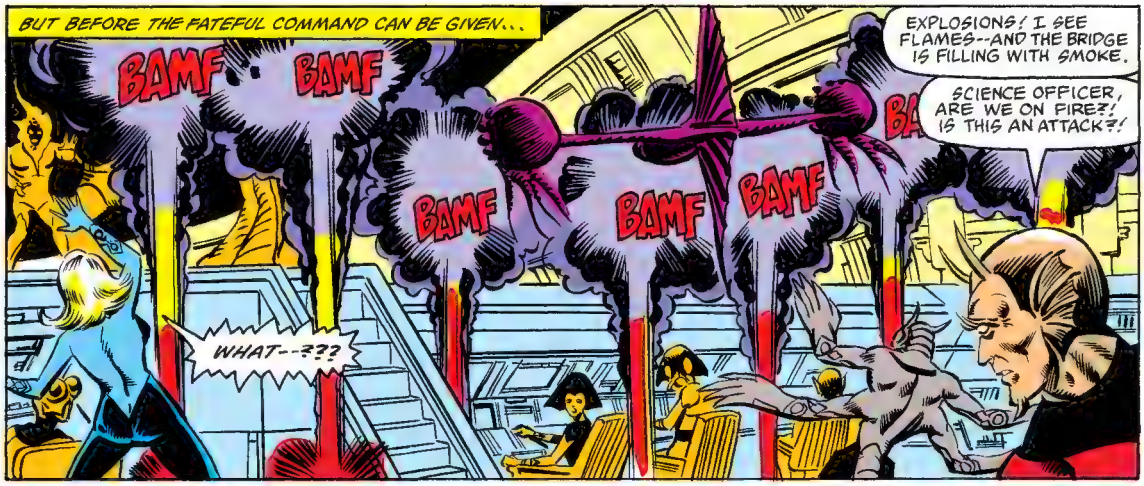

CHANCELLOR--?
MEIN GOTT!
GASP!
K-KURT--IS... IS HE...?


JA, KATZCHEN. I AM AFRAID SO.
COME AWAY, CHILD. HE IS BEYOND HELP.

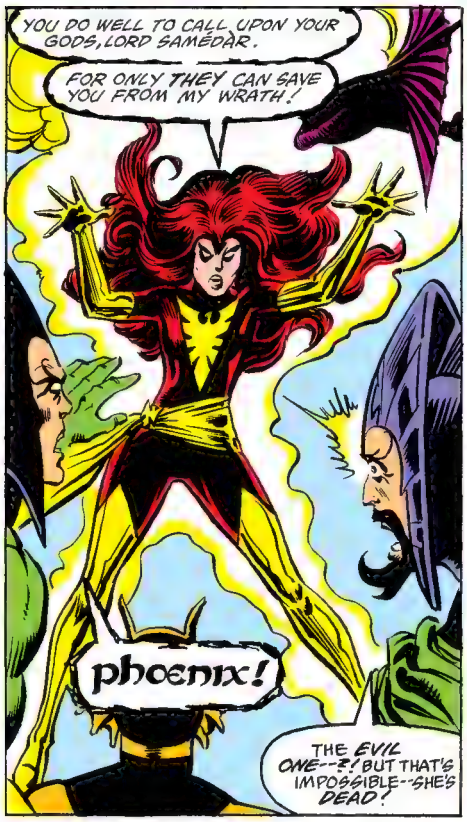
HE WAS MURDERED--AND I HAVE A NASTY FEELING ABOUT WHO'S RESPONSIBLE.
THE ADMIRAL. I NEVER LIKED THAT CREEP ANYWAY.
BUT HE COMMANDS THE FLEET. HOW CAN WE STOP HIM?

THE IMPERIAL GUARD! THEY'RE LOYAL TO LILANDRA. AND CONVINCING THEM SHOULD BE SIMPLE. WE'LL JUST LET THEIR TELEPATH, ORACLE, READ XAVIER'S MESSAGE IN OUR MINDS.
KURT, HOW DO WE KNOW THEY'RE LOYAL?
IN TRUTH, KITTY, WE DON'T.
BUT WE HAVE NO ONE ELSE TO TURN TO.

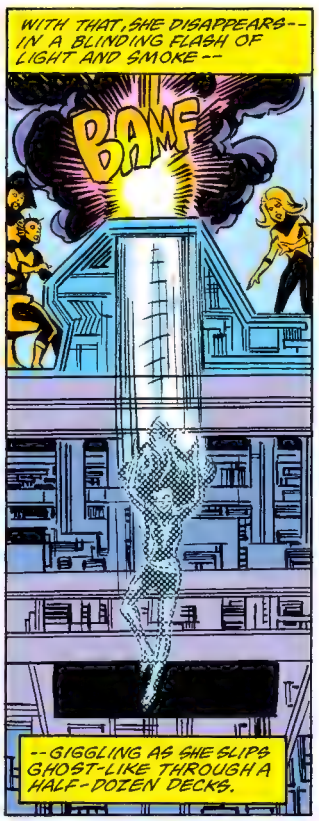
AT THAT MOMENT, ON THE BRIDGE...
ADMIRAL, IT IS MY UNDERSTANDING THAT WE WERE TO LOCATE THE EMPRESS, THEN EFFECT HER RELEASE WITH THE IMPERIAL GUARD, NOT ENGAGE IN A PUNITIVE STRIKE.
TARGET OUR MISSILES AGAINST THE MAJOR POPULATION CENTERS.
MAIN BATTERIES LOCKED ON TARGETS. READY TO FIRE.
SHOULD NOT CHANCELLOR ARAKI BE PRESENT?
THAT "UNDERSTANDING" IS INCORRECT, CAPTAIN.
HE IS... INDISPOSED. I COMMAND THIS OPERATION. YOU HAVE YOUR ORDERS, CAPTAIN--OBEY THEM!


BUT BEFORE THE FATEFUL COMMAND CAN BE GIVEN...
BAMF
BAMF
BAMF
BAMF
BAMF
EXPLOSIONS! I SEE FLAMES--AND THE BRIDGE IS FILLING WITH SMOKE.
SCIENCE OFFICER, ARE WE ON FIRE?! IS THIS AN ATTACK?!
WHAT--???

BAMF
SHARRA AND KYTHRI PRESERVE US!

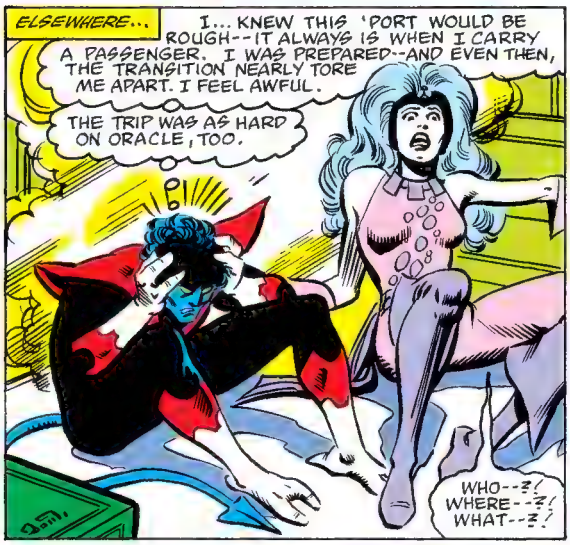

YOU DO WELL TO CALL UPON YOUR GODS, LORD SAMEDAR.
FOR ONLY THEY CAN SAVE YOU FROM MY WRATH!
phoenix!
THE EVIL ONE--?! BUT THAT'S IMPOSSIBLE--SHE'S DEAD!

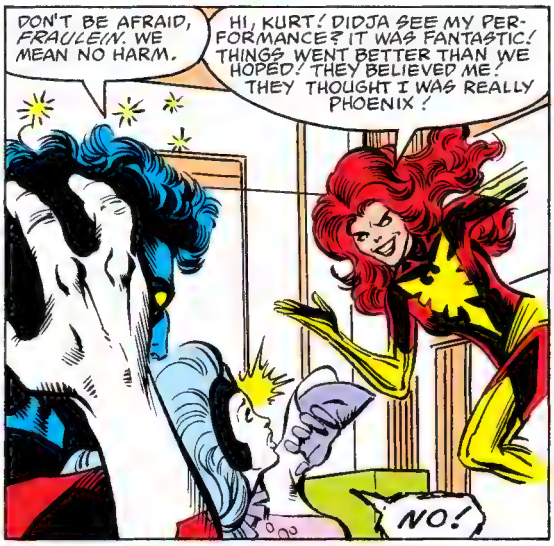
SURELY, ADMIRAL, YOU KNOW THAT A PHOENIX DIES ONLY TO BE REBORN.
TERRA IS MY HOME, SHI'AR. YOU THREATEN IT AT YOUR OWN PERIL. YOU SHALL NOT BE WARNED AGAIN.

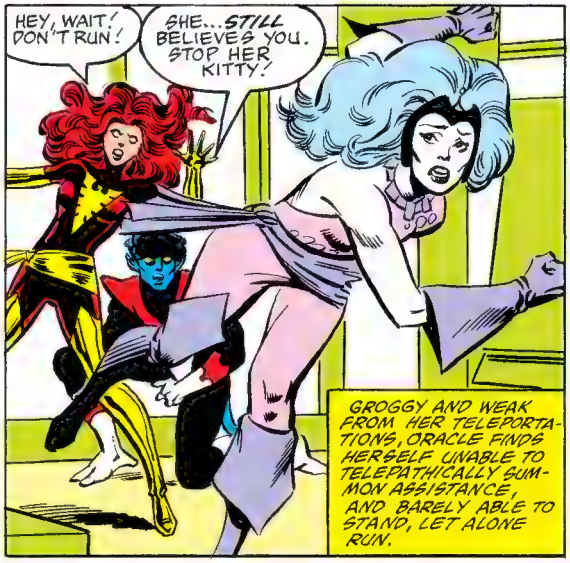

WITH THAT, SHE DISAPPEARS--IN A BLINDING FLASH OF LIGHT AND SMOKE--
BAMF
--GIGGLING AS SHE SLIPS GHOST-LIKE THROUGH A HALF-DOZEN DECKS.

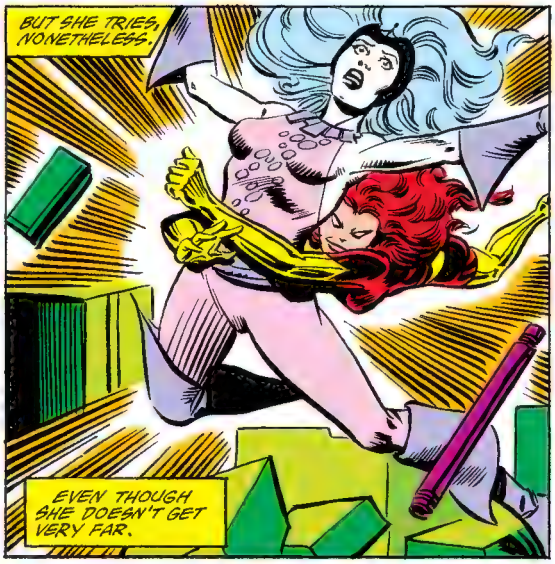
IN HER WAKE, SHE LEAVES A CREW OF STUNNED, DISBELIEVING--AND IN MANY CASES, TERRIFIED--IMPERIALS.
MINDSCAN THE SHIP, ORACLE--AND SPACE AROUND US! WHOEVER--WHATEVER--THAT ENTITY WAS, FIND IT!
GLADIATOR, IF IT WAS TRULY PHOENIX...
...WHAT WILL WE DO? WHAT CAN WE DO?!

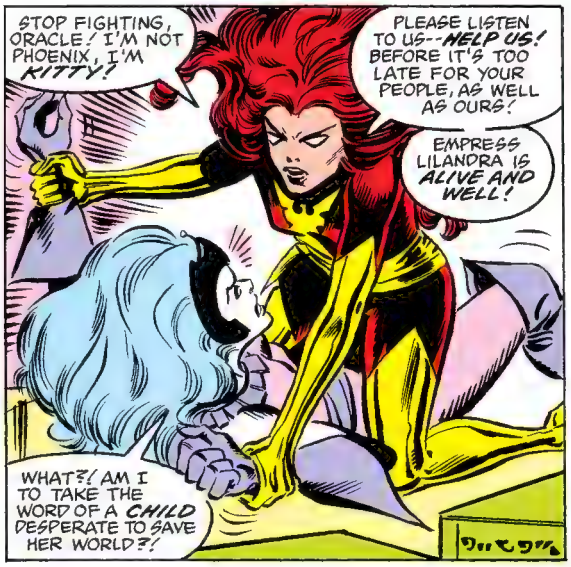
I DON'T KNOW. WHEN LAST WE FOUGHT, IT TOOK THE ENTIRE IMPERIAL GUARD TO BRING HER DOWN--AND EVEN THEN ONLY BECAUSE SHE ALLOWED IT.*
BAMF
MERCIFUL GODS, IF SHE IS REBORN, WE MAY ALL BE AS GOOD AS DEAD.
HURRY UP WITH THAT SCAN, ORACLE. ORACLE? ORACLE!
* X-MEN #137--LOUISE.


ELSEWHERE...
I... KNEW THIS 'PORT WOULD BE ROUGH--IT ALWAYS IS WHEN I CARRY A PASSENGER. I WAS PREPARED--AND EVEN THEN, THE TRANSITION NEARLY TORE ME APART. I FEEL AWFUL.
THE TRIP WAS AS HARD ON ORACLE, TOO.
WHO--?! WHERE--?! WHAT--?!

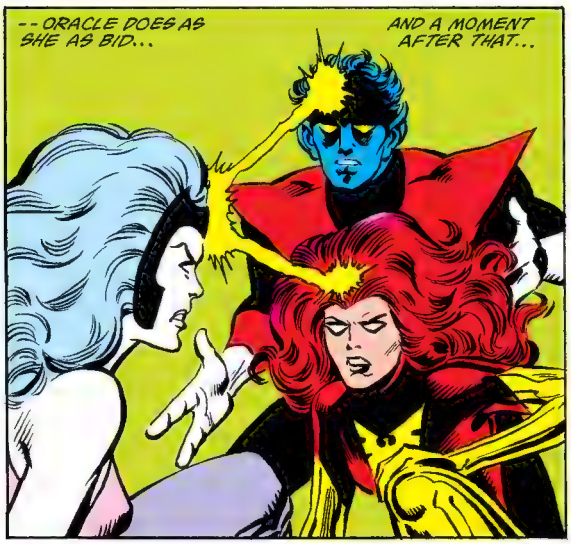

DON'T BE AFRAID, FRAULEIN. WE MEAN NO HARM.
HI, KURT! DIDJA SEE MY PERFORMANCE? IT WAS FANTASTIC! THINGS WENT BETTER THAN WE HOPED! THEY BELIEVED ME! THEY THOUGHT I WAS REALLY PHOENIX!
NO!


HEY, WAIT! DON'T RUN!
SHE...STILL BELIEVES YOU. STOP HER KITTY!
GROGGY AND WEAK FROM HER TELEPORTATIONS, ORACLE FINDS HERSELF UNABLE TO TELEPATHICALLY SUMMON ASSISTANCE, AND BARELY ABLE TO STAND, LET ALONE RUN.

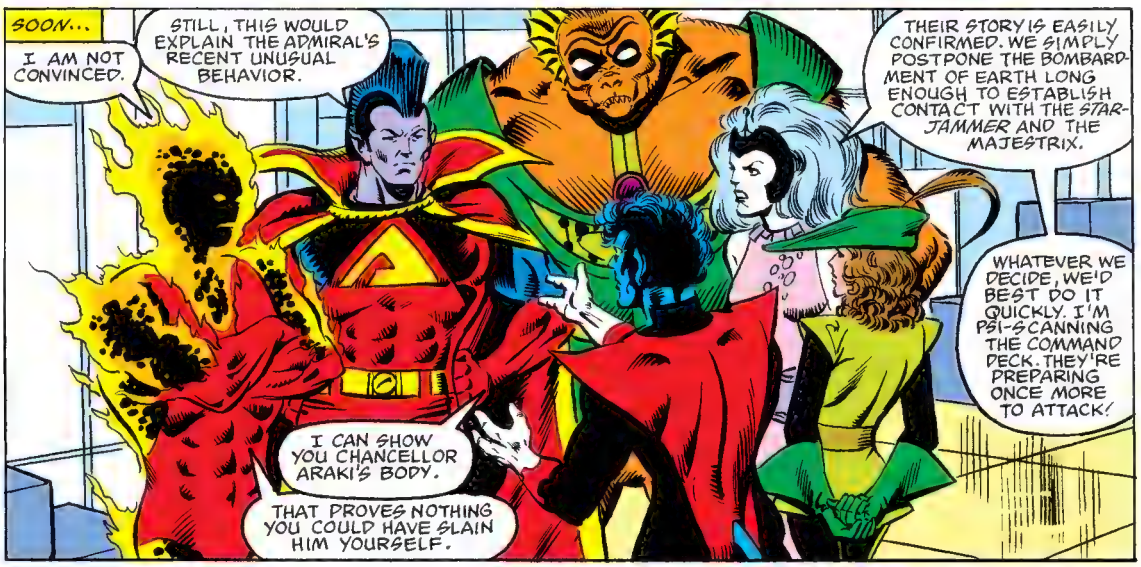

BUT SHE TRIES, NONETHELESS.
EVEN THOUGH SHE DOESN'T GET VERY FAR.

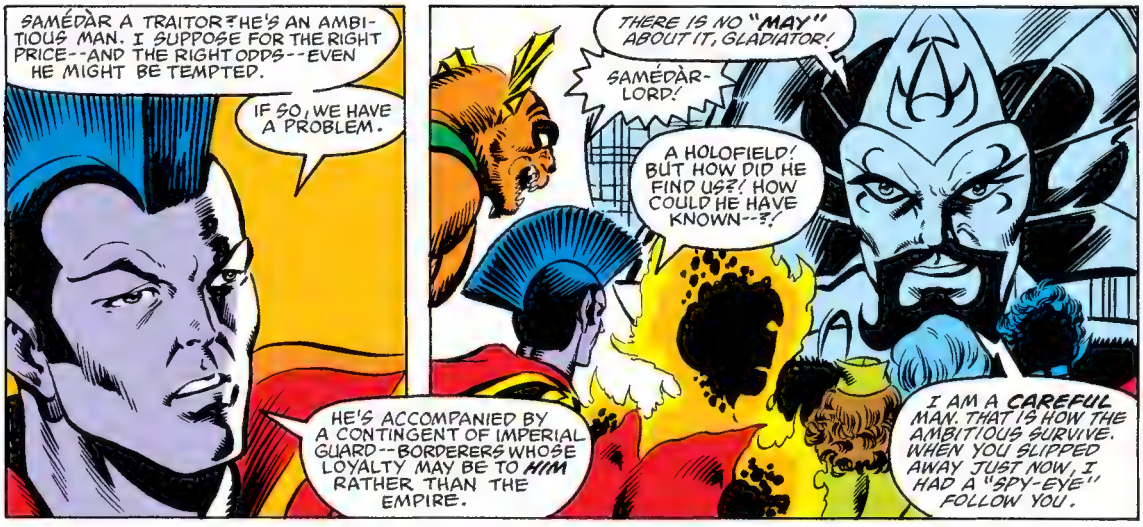

STOP FIGHTING, ORACLE! I'M NOT PHOENIX, I'M KITTY!
PLEASE LISTEN TO US--HELP US! BEFORE IT'S TOO LATE FOR YOUR PEOPLE, AS WELL AS OURS!
EMPRESS LILANDRA IS ALIVE AND WELL!
WHAT?! AM I TO TAKE THE WORD OF A CHILD DESPERATE TO SAVE HER WORLD?!

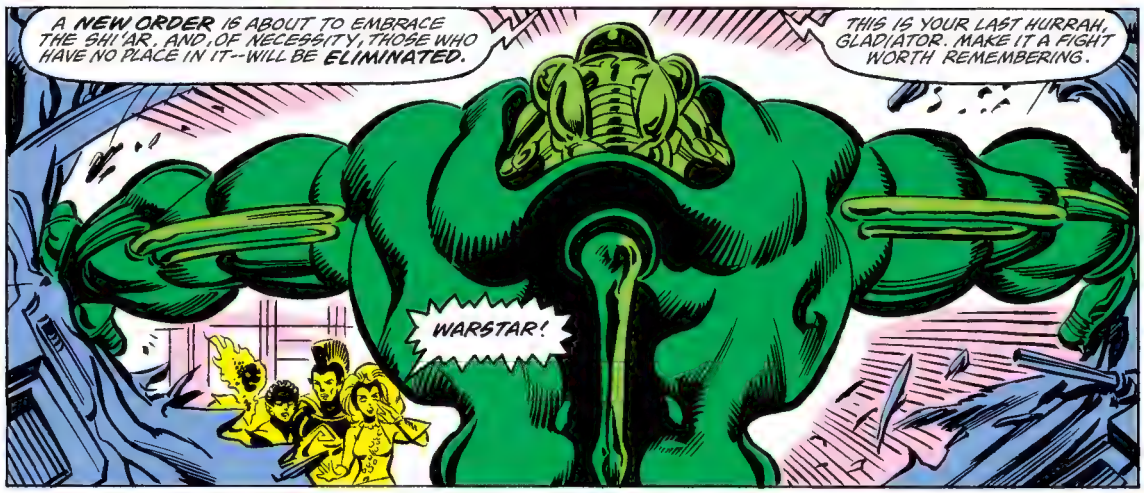
YOU'RE A TELEPATH--READ MY THOUGHTS! PROBE AS DEEP AS YOU LIKE, I'VE NOTHING TO HIDE!
AFTER A MOMENT'S WARY HESITATION--STILL SUSPECTING A TRAP--

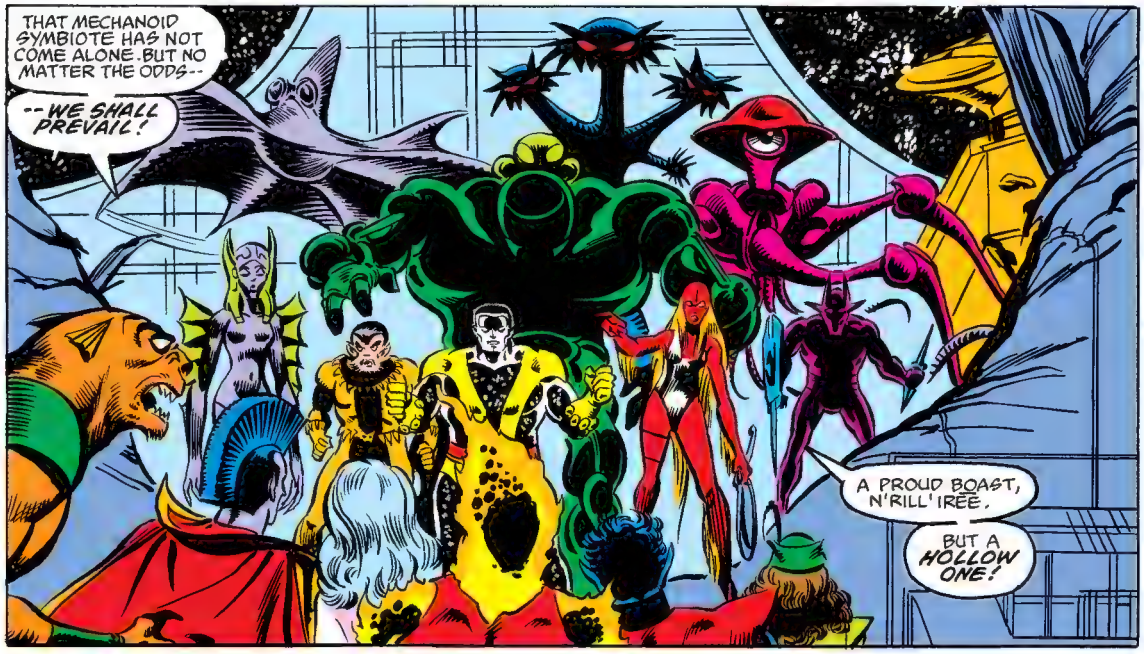

--ORACLE DOES AS SHE AS BID...
AND A MOMENT AFTER THAT...

GLADIATOR, STARBOLT--TO ME, AT ONCE!
ORACLE!

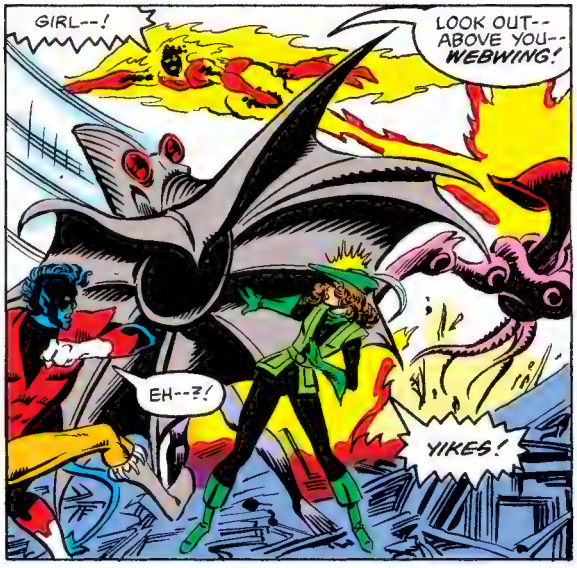

SOON...
I AM NOT CONVINCED.
STILL, THIS WOULD EXPLAIN THE ADMIRAL'S RECENT UNUSUAL BEHAVIOR.
THEIR STORY IS EASILY CONFIRMED. WE SIMPLY POSTPONE THE BOMBARDMENT OF EARTH LONG ENOUGH TO ESTABLISH CONTACT WITH THE STARJAMMER AND THE MAJESTRIX.
WHATEVER WE DECIDE, WE'D BEST DO IT QUICKLY. I'M PSI-SCANNING THE COMMAND DECK. THEY'RE PREPARING ONCE MORE TO ATTACK!
I CAN SHOW YOU CHANCELLOR ARAKI'S BODY.
THAT PROVES NOTHING YOU COULD HAVE SLAIN HIM YOURSELF.

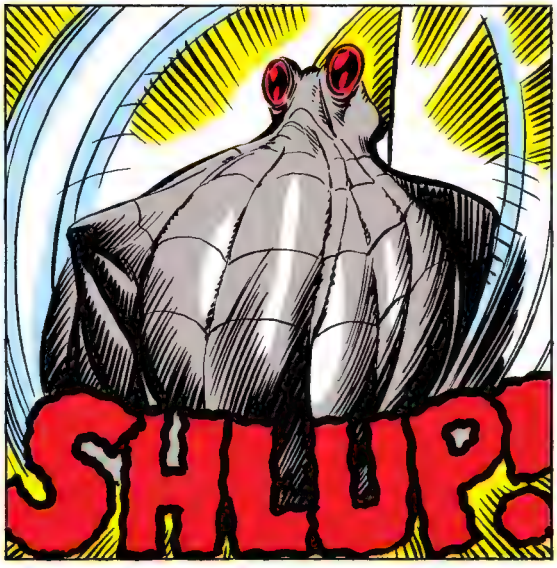

SAMÉDÀR A TRAITOR? HE'S AN AMBITIOUS MAN. I SUPPOSE FOR THE RIGHT PRICE--AND THE RIGHT ODDS--EVEN HE MIGHT BE TEMPTED.
IF SO, WE HAVE A PROBLEM.
HE'S ACCOMPANIED BY A CONTINGENT OF IMPERIAL GUARD--BORDERERS WHOSE LOYALTY MAY BE TO HIM RATHER THAN THE EMPIRE.
THERE IS NO "MAY" ABOUT IT, GLADIATOR!
SAMÉDÀR-LORD!
A HOLOFIELD! BUT HOW DID HE FIND US?! HOW COULD HE HAVE KNOWN--?!
I AM A CAREFUL MAN. THAT IS HOW THE AMBITIOUS SURVIVE. WHEN YOU SLIPPED AWAY JUST NOW, I HAD A "SPY-EYE" FOLLOW YOU.

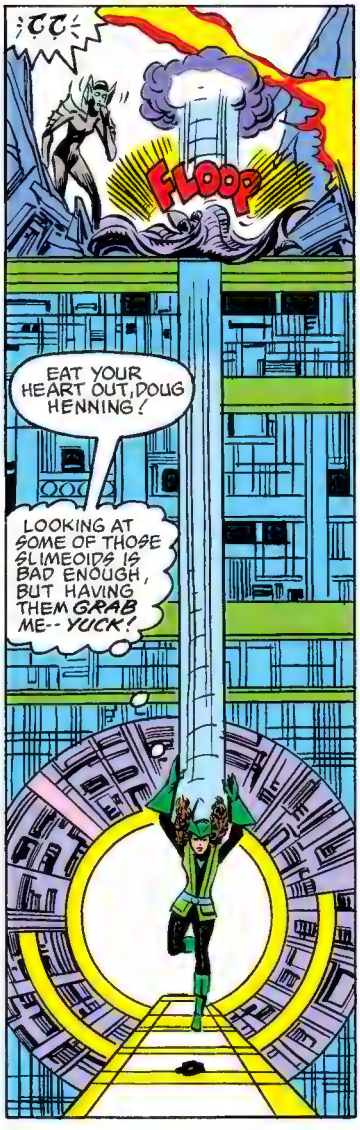

A NEW ORDER IS ABOUT TO EMBRACE THE SHI'AR. AND, OF NECESSITY, THOSE WHO HAVE NO PLACE IN IT--WILL BE ELIMINATED.
THIS IS YOUR LAST HURRAH, GLADIATOR. MAKE IT A FIGHT WORTH REMEMBERING.
WARSTAR!

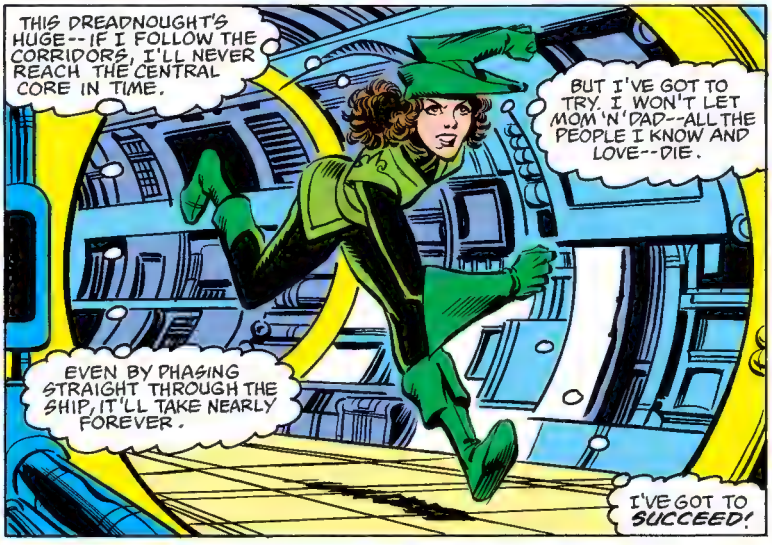

THAT MECHANOID SYMBIOTE HAS NOT COME ALONE. BUT NO MATTER THE ODDS--
--WE SHALL PREVAIL!
A PROUD BOAST, N'RILL'IREE.
BUT A HOLLOW ONE!

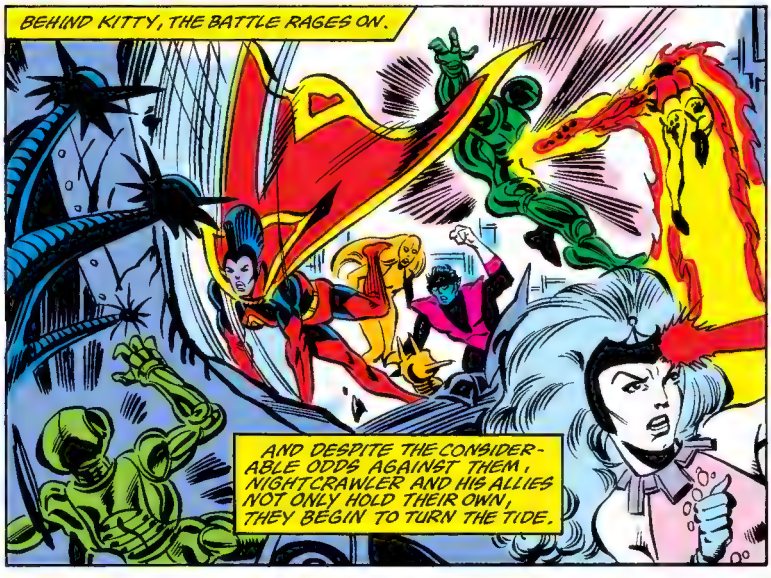
THAT HUSSAR, REMAINS TO BE SEEN!
A SINGLE PUNCH CRIPPLES WARSTAR, WHILE--BY GLADIATOR'S SIDE--STARBOLT RAKES THE CHAMBER WITH THE ULTRA-ENERGY BEAMS THAT ARE HIS NAMESAKE.
IN THE LITERAL BLINK OF AN EYE, THE ROOM DIS-SOLVES INTO ABSOLUTE CHAOS.
AND, AS USUAL, OUR HEROES FIND THEMSELVES IN THE THICK OF IT.
KITTY! WHAT ARE YOU DOING?
I WANT TO HELP! I CAN FIGHT, TOO!
WHOOPS!
NOT HERE, AND NOT THIS WAY!
WHAT HAPPENS TO US ISN'T IMPORTANT, KATZCHEN. WHAT GOOD WILL IT DO TO WIN THIS BATTLE IF, IN THE MEANTIME, THE EARTH IS DESTROYED?!
COMPUTERS ARE THE HEART OF ANY SPACECRAFT. WITHOUT THEM, THIS SHIP--AND SAMEDAR--ARE HELPLESS!
FIND THE CENTRAL CORE, KITTY. PUT IT OUT OF ACTION! MOVE!

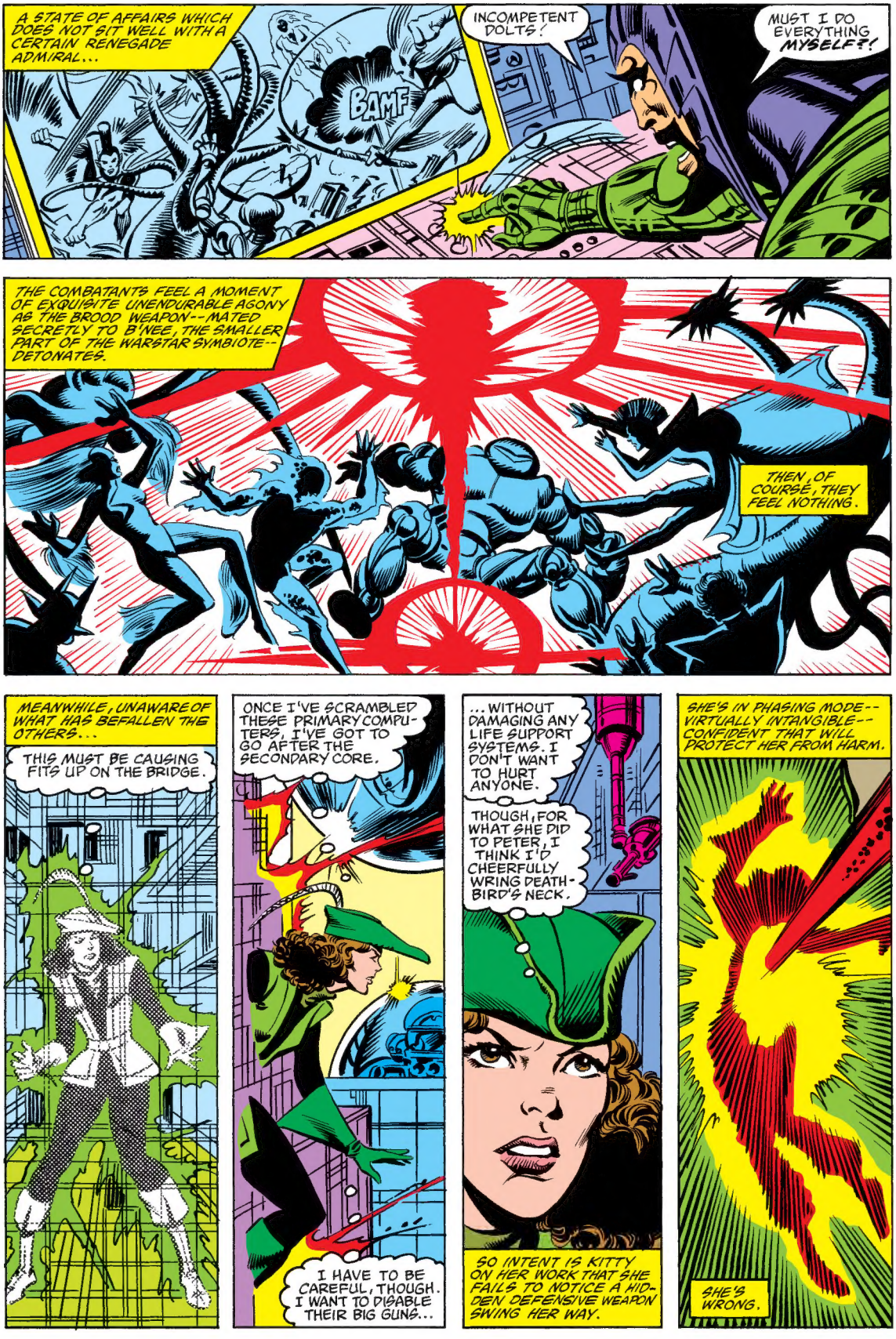

GIRL--!
LOOK OUT--ABOVE YOU--WEBWING!
EH--?!
YIKES!


SHLUP!


FLOOP
EAT YOUR HEART OUT, DOUG HENNING!
LOOKING AT SOME OF THOSE SLIMEOIDS IS BAD ENOUGH, BUT HAVING THEM GRAB ME--YUCK!

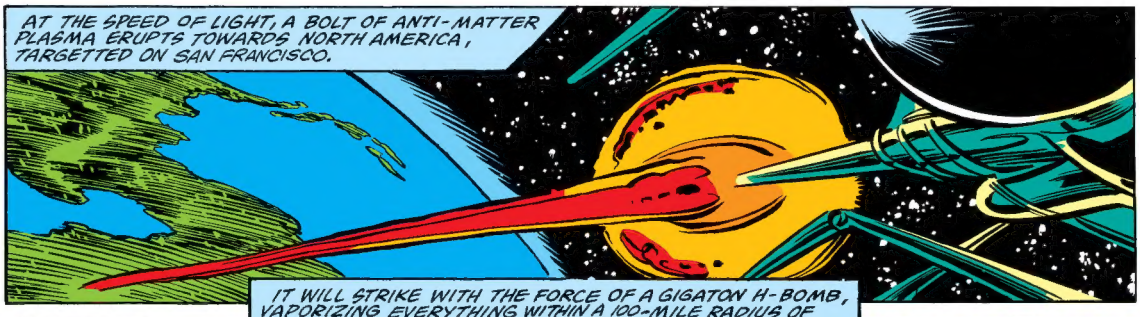

THIS DREADNOUGHT'S HUGE--IF I FOLLOW THE CORRIDORS, I'LL NEVER REACH THE CENTRAL CORE IN TIME.
BUT I'VE GOT TO TRY. I WON'T LET MOM 'N' DAD--ALL THE PEOPLE I KNOW AND LOVE--DIE.
EVEN BY PHASING STRAIGHT THROUGH THE SHIP, IT'LL TAKE NEARLY FOREVER.
I'VE GOT TO SUCCEED!

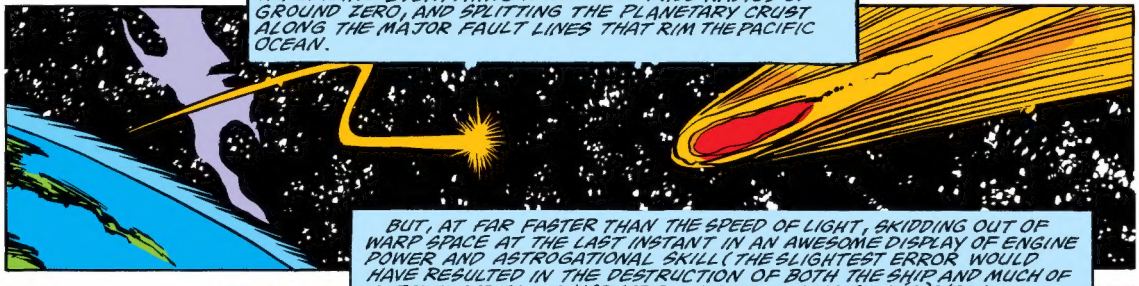

BEHIND KITTY, THE BATTLE RAGES ON.
AND DESPITE THE CONSIDERABLE ODDS AGAINST THEM, NIGHTCRAWLER AND HIS ALLIES NOT ONLY HOLD THEIR OWN, THEY BEGIN TO TURN THE TIDE.

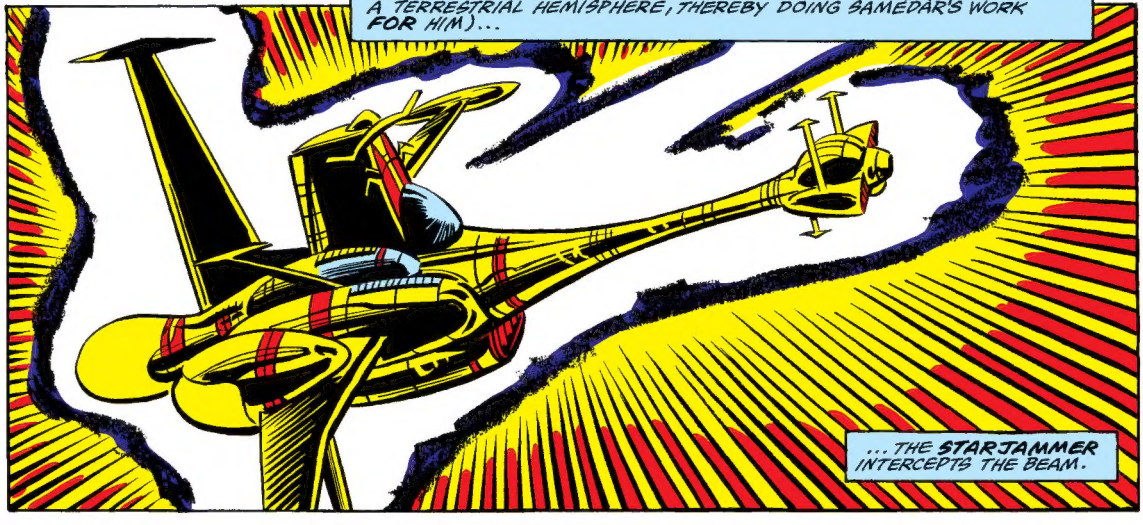

A STATE OF AFFAIRS WHICH DOES NOT SIT WELL WITH A CERTAIN RENEGADE ADMIRAL...
BAMF
INCOMPETENT DOLTS!
MUST I DO EVERYTHING MYSELF?!
THE COMBATANTS FEEL A MOMENT OF EXQUISITE UNENDURABLE AGONY AS THE BROOD WEAPON--MATED SECRETLY TO B'NEE, THE SMALLER PART OF THE WARSTAR SYMBIOTE--DETONATES.
THEN, OF COURSE, THEY FEEL NOTHING.
MEANWHILE, UNAWARE OF WHAT HAS BEFALLEN THE OTHERS...
THIS MUST BE CAUSING FITS UP ON THE BRIDGE.
ONCE I'VE SCRAMBLED THESE PRIMARY COMPUTERS, I'VE GOT TO GO AFTER THE SECONDARY CORE.
I HAVE TO BE CAREFUL, THOUGH. I WANT TO DISABLE THEIR BIG GUNS...
...WITHOUT DAMAGING ANY LIFE SUPPORT SYSTEMS. I DON'T WANT TO HURT ANYONE.
THOUGH, FOR WHAT SHE DID TO PETER, I THINK I'D CHEERFULLY WRING DEATH-BIRD'S NECK.
SO INTENT IS KITTY ON HER WORK THAT SHE FAILS TO NOTICE A HIDDEN DEFENSIVE WEAPON SWING HER WAY.
SHE'S IN PHASING MODE--VIRTUALLY INTANGIBLE--CONFIDENT THAT WILL PROTECT HER FROM HARM.
SHE'S WRONG.

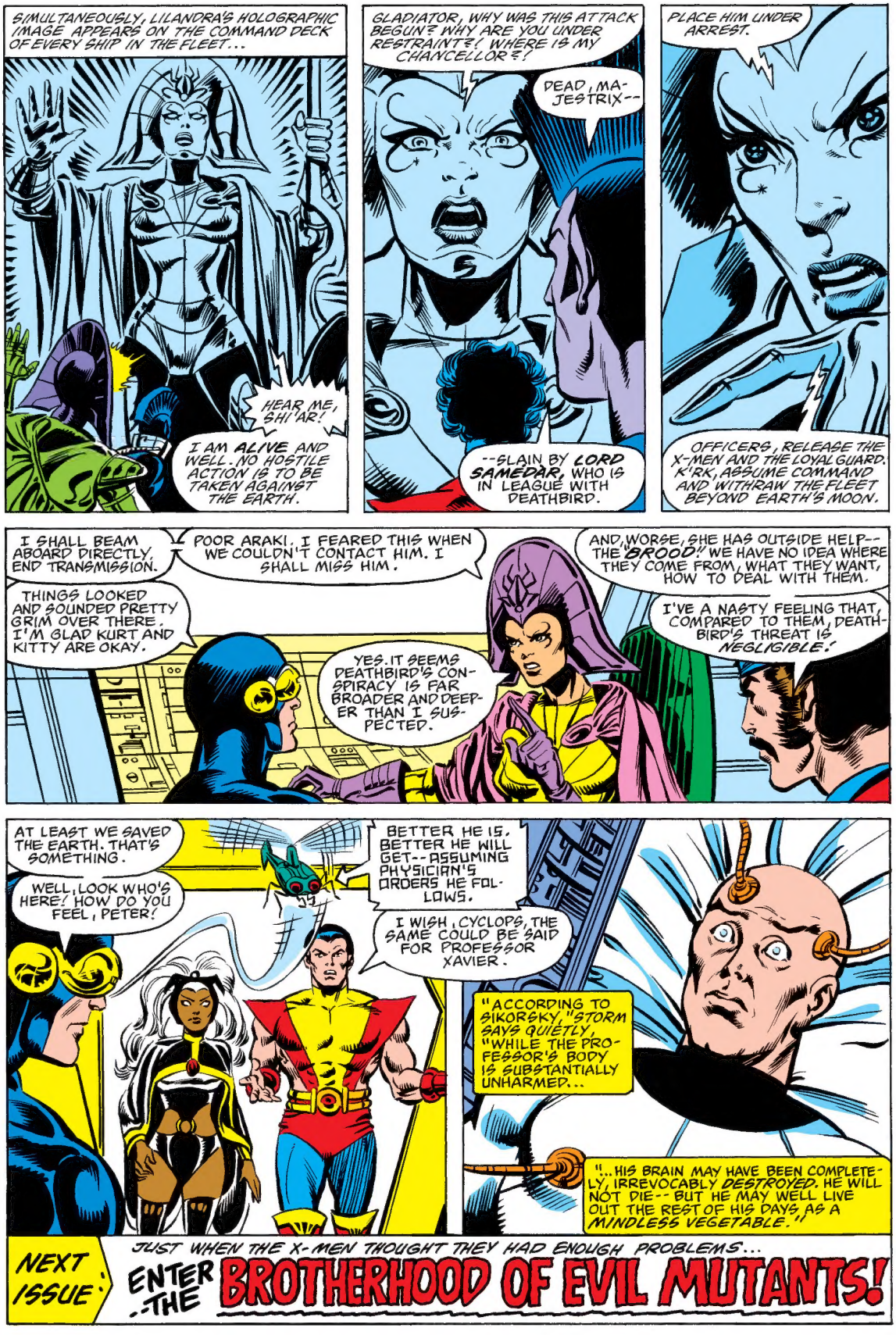
I COULD HAVE HAD YOU ALL SLAIN, GLADIATOR, BUT I THOUGHT IT ONLY FITTING THAT YOU BE PRESENT TO WITNESS MY MOMENT OF TRIUMPH.
THEN YOU--AND CAPTAIN K'RK, WHO ALSO FOOLISHLY OPPOSED ME--WILL BE SENT TO A REWARD YOU MOST RICHLY DESERVE.
NO MATTER WHAT YOU DO TO US, YOU'LL FIND THIS A FLEETING, HOLLOW VICTORY, TRAITOR!

ONE REGIME'S TRAITOR IS OFTEN ANOTHER'S HERO, GLADIATOR. IT ALL DEPENDS ON WHO WINS.
BUT WHATEVER MY FINAL FATE, NEITHER YOU, YOUR COMPANIONS--NOR THAT PATHETIC LITTLE PLANET--WILL BE ABLE TO SEE IT.
WEAPONEERS--MAIN BATTERIES--FIRE!


AT THE SPEED OF LIGHT, A BOLT OF ANTI-MATTER PLASMA ERUPTS TOWARDS NORTH AMERICA, TARGETTED ON SAN FRANCISCO.


IT WILL STRIKE WITH THE FORCE OF A GIGATON H-BOMB, VAPORIZING EVERYTHING WITHIN A 100-MILE RADIUS OF GROUND ZERO, AND SPLITTING THE PLANETARY CRUST ALONG THE MAJOR FAULT LINES THAT RIM THE PACIFIC OCEAN.


BUT, AT FAR FASTER THAN THE SPEED OF LIGHT, SKIDDING OUT OF WARP SPACE AT THE LAST INSTANT IN AN AWESOME DISPLAY OF ENGINE POWER AND ASTROGATIONAL SKILL (THE SLIGHTEST ERROR WOULD HAVE RESULTED IN THE DESTRUCTION OF BOTH THE SHIP AND MUCH OF A TERRESTRIAL HEMISPHERE, THEREBY DOING SAMEDAR'S WORK FOR HIM)...
...THE STARJAMMER INTERCEPTS THE BEAM.


SIMULTANEOUSLY, LILANDRA'S HOLOGRAPHIC IMAGE APPEARS ON THE COMMAND DECK OF EVERY SHIP IN THE FLEET...
HEAR ME, SHI'AR!
I AM ALIVE AND WELL. NO HOSTILE ACTION IS TO BE TAKEN AGAINST THE EARTH.
GLADIATOR, WHY WAS THIS ATTACK BEGUN? WHY ARE YOU UNDER RESTRAINT?! WHERE IS MY CHANCELLOR?!
DEAD, MAJESTRIX--
--SLAIN BY LORD SAMEDAR, WHO IS IN LEAGUE WITH DEATHBIRD.
PLACE HIM UNDER ARREST.
OFFICERS, RELEASE THE X-MEN AND THE LOYAL GUARD. K'RK, ASSUME COMMAND AND WITHRAW THE FLEET BEYOND EARTH'S MOON.
I SHALL BEAM ABOARD DIRECTLY, END TRANSMISSION.
POOR ARAKI. I FEARED THIS WHEN WE COULDN'T CONTACT HIM. I SHALL MISS HIM.
AND, WORSE, SHE HAS OUTSIDE HELP--THE "BROOD"! WE HAVE NO IDEA WHERE THEY COME FROM, WHAT THEY WANT, HOW TO DEAL WITH THEM.
THINGS LOOKED AND SOUNDED PRETTY GRIM OVER THERE. I'M GLAD KURT AND KITTY ARE OKAY.
YES. IT SEEMS DEATHBIRD'S CONSPIRACY IS FAR BROADER AND DEEPER THAN I SUSPECTED.
I'VE A NASTY FEELING THAT, COMPARED TO THEM, DEATHBIRD'S THREAT IS NEGLIGIBLE!
AT LEAST WE SAVED THE EARTH. THAT'S SOMETHING.
WELL, LOOK WHO'S HERE! HOW DO YOU FEEL, PETER!
BETTER HE IS. BETTER HE WILL GET--ASSUMING PHYSICIAN'S ORDERS HE FOLLOWS.
I WISH, CYCLOPS, THE SAME COULD BE SAID FOR PROFESSOR XAVIER.
"ACCORDING TO SIKORSKY," STORM SAYS QUIETLY, "WHILE THE PROFESSOR'S BODY IS SUBSTANTIALLY UNHARMED...
"...HIS BRAIN MAY HAVE BEEN COMPLETELY, IRREVOCABLY DESTROYED. HE WILL NOT DIE--BUT HE MAY WELL LIVE OUT THE REST OF HIS DAYS AS A MINDLESS VEGETABLE."
NEXT ISSUE:
JUST WHEN THE X-MEN THOUGHT THEY HAD ENOUGH PROBLEMS...
ENTER THE BROTHERHOOD OF EVIL MUTANTS!

MINUTEMEN

Sy13nt
Bob